

SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED
(CIN L40102TG1993PLC015988)

27TH ANNUAL REPORT

2019-2020

BOARD OF DIRECTORS	
Mr. D.V. Manohar	Chairman & Managing Director (Executive & Non-Independent)
Mr. B.K. Sinha	Director (Independent)
Dr. A. Balasetty	Director (Non-Independent)
Mr. V. Subrahmanyam	Director (Independent)
Ms. Deekshita Dontamsetti	Woman Director (Non-Independent)
Mr Abhaya Shanker	Additional Director (Independent)
COMPANY SECRETARY	CS Rahul Jain

AUDITORS	M/s. P. Suryanarayana & Co., Chartered Accountants Hyderabad
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BANKERS	Allahabad Bank
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REGISTRARS & SHARE TRANSFER AGENTS	M/s. XL Softech System Ltd 3, Sagar Society Road No.2, Banjara Hills Hyderabad – 500034, Telangana Tel: 91-040-23545913 / 14 /15 Fax: 91-040-23553214
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REGISTERED OFFICE	Venus Plaza Adjacent to Airport Begumpet, Hyderabad – 500016 Tel : 91-040-27902929 Fax: 91-040-27908989
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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 27TH ANNUAL GENERAL MEETING OF SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED WILL BE HELD ON WEDNESDAY 30TH DECEMBER, 2020 AT 11:00 A.M. BY WAY OF VIDEO CONFERENCING ("VC") OR OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS: TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1.** To approve the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020, the Reports of the Board of Directors and Auditors thereon;
- 2.** To appoint a Director in the place of Ms. Deekshita Dontamsetti (06941753), Director (Non-Independent), who retires by rotation in terms of Section 152(6) of the Companies Act 2013, and being eligible, offers herself for re-appointment. The Board recommends her appointment.

SPECIAL BUSINESS

- 3.** To Appoint Mr. Abhaya Shankar (DIN- 00008378) as an Independent Director of the Company
To consider and if thought fit, to pass with or without modification(s),

the following resolution as an Ordinary Resolution:

"Resolved That pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable Provisions, if any of the Companies Act 2013, and Companies (Appointment and Qualification of the Director) Rules 2014, including any statutory Modification(s), amendment(s) Clarification(s), reenactment(s) or substitution(s) thereof for the time being in force, Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Pursuant to the Recommendation of Nomination and Remuneration Committee the consent of the Members of the Company be and is hereby accorded for the regularization of appointment of Shri Abhaya Shankar (DIN- 00008378) who was appointed

as additional Director and designated as Independent Director of the Company be and is hereby appointed as Independent Director on the Board of the Company;

Resolved Further that any one of the Directors of the Company or the Company Secretary of the Company be and is hereby authorized to all such acts, deeds and things as may be necessary, expedient and desirable to give effect to the above resolution including filing of necessary form/ Return with the Registrar of Companies, Ministry of the Corporate affairs and other Regulatory Authorities.

**By Order of the Board
For SRI HAVISHA HOSPITALITY
AND INFRASTRUCTURE LIMITED**

**PLACE: HYDERABAD
DATE: 06/12/2020**

**D.V.MANO HAR
CHAIRMAN & MANAGING
DIRECTOR**

NOTES:

- 1) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, venue for physical attendance of the Members to the Annual General Meeting ("AGM") is not required as AGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- 2) The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 3) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 4) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting

votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

- 5) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://shrishakti.com/> The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- 6) The AGM of the Company is being held through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 ("Act") read with MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")
- 7) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('Act') with respect to Item No. 3 forms part of this Notice. Additional information, pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India in respect of the Director seeking reappointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as annexure to this Notice.
- 8) A Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/herself and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice
- 9) Institutional/Corporate Members (i.e. other than individuals / HUF, NRI, etc.) intending to send their authorized representative(s) to attend the

Meeting through VC / OAVM, are requested to send a Certified True Copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cs@shrishakti.com with a copy marked to evoting@nsdl.co.in

- 10) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 11) The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which the Directors are interested, will remain open for inspection by the Members at the Registered Office of the Company during business hours on all working days, up to the date of the Meeting and will also be kept open till the conclusion of the Meeting.
- 12) In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website <https://shrishakti.com/> , websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
- 13) The Register of Members and Share Transfer Books of the Company will remain closed Thursday December 24, 2020 to Wednesday, December 30, 2020, (both days inclusive) for the purpose of the Meeting.
- 14) Members who have not registered their e-mail addresses so far are requested to register the same for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- 15) To support the "Green Initiative", Members who have not registered their e-mail addresses are requested to register the same with M/s. XL

Softech System Ltd/DP for receiving Annual Reports and other communications electronically from the Company in the future.

16) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

17) Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs ('MCA') under the Act requires the Company/RTA to record additional details of members including their Permanent Account Number ('PAN'), e-mail address, bank details for payment of dividend, etc. Further, the Securities and Exchange Board of India ('SEBI') has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their details to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their details to the Company's RTA at xlfield@gmail.com.

18) During the Financial Year 2018-19, SEBI and MCA have mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required. Shareholders can write to the Company at cs@shrishakti.com or contact the Company's RTA viz., M/s. XL Softech System Ltd at xlfield@gmail.com

19) As per the provisions of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's RTA by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective DPs.

20) Members holding shares in single name are especially advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination, if they are desirous of doing so.

- 21) Members desiring any information as regards the Accounts are requested to write to the Company at an earlier date through email on cs@shrishakti.com. The same will be replied by the Company suitably.
- 22) Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company's RTA the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
- a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- 23) Members are requested to notify the Company/RTA of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
- 24) Process and manner of Voting through Electronic Means.
- a. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI Listing Regulations, each as amended from time to time and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility to its Members to cast their votes electronically on resolutions set forth in this Notice. The Company has engaged the services of National Securities Depository Limited ('NSDL') as the Agency to provide e-voting facility. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting') and the services will be provided by NSDL.
 - b. Instructions for remote e-voting (including process and manner

of e-voting) are given herein below.

- c. The Resolutions passed by remote e-voting shall be deemed to have been passed as if they have been passed at the AGM. The Notice of the AGM indicating the instructions of remote e-voting process can be downloaded from NSDL's website www.evoting.nsdl.com or the Company's website <https://shrishakti.com/>
 - d. The facility for e-Voting shall be made available at the Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting.
 - e. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again. Members can opt for only one mode of voting i.e. remote e-voting or voting at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through physical voting at the meeting will not be considered.
 - f. Members holding shares in physical form or dematerialized form as on Tuesday, December 22, 2020 ('Cut- Off Date') shall be eligible to cast their vote by remote e-voting.
- 25) The remote e-voting period commences on Sunday, December 27, 2020 at 10:00 a.m. (IST) and ends on Tuesday, December 29, 2020 at 5:00 p.m. (IST). During this period, the members of the Company holding shares either in physical form or in dematerialized form as on the Cut-Off Date, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting after 5:00 p.m. (IST) on Tuesday, December 29, 2020.
- 26) Any person(s) who acquires shares of the Company and becomes a Member(s) of the Company after dispatch of the Notice of AGM and holding shares as on the Cut-Off date i.e., December 23, 2020 may obtain the login ID and password by sending a request at 'evoting@nsdl.co.in' or xlfild@gmail.com' However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting your vote. If you have forgotten your password, you can reset your password by using 'Forgot User Details/ Password' or 'Physical User Reset