

**SRI HAVISHA HOSPITALITY AND INFRASTRUCTUE LIMITED**  
(Formerly Shri Matre Power and Infrastructure Limited  
& Shri Shakti LPG Limited)  
(CIN L40102TG1993PLC015988)

**26<sup>TH</sup> ANNUAL REPORT**

**2018-2019**

**REGISTERED OFFICE**

Venus Plaza, Adjacent to Airport, Begumpet, Hyderabad – 500016, Telangana  
Tel : 91-040-27902929, Fax: 91-040-27908989, website: [www.shrishakti.com](http://www.shrishakti.com)

|                                       |   |   |
|---------------------------------------|---|---|
| BOARD OF DIRECTORS                    | Mr.D.V.Manohar<br>Mr.B.K.Sinha<br>Mr.R.Prabhakar Rao<br>Dr.A.Balasetty<br>Dr.Gorantla Govindaiah<br>Mr.V.Subrahmanyam<br>CA.A.P.Vitthal<br>Ms.Deekshita Dontamsetti | Chairman &<br>Managing Director<br>Director (Independent)<br>Director (Independent)<br>Director (Non-Independent)<br>Director (Independent)<br>Director (Independent)<br>Director (Independent)<br>Woman Director (Non-Independent) |
| COMPANY SECRETARY                     | CS.Ch.Mallikarjuna  |   |
| AUDITORS                              | M/s.P.Suryanarayana & Co.,<br>Chartered Accountants<br>Hyderabad.   |   |
| BANKERS                               | Allahabad Bank  |   |
| REGISTRARS &<br>SHARE TRANSFER AGENTS | M/s.XL Softech Systems Ltd<br>3, Sagar Society<br>Road No.2, Banjara Hills,<br>Hyderabad - 500034, Telangana<br>Tel : 91-40-23545913/14/15<br>Fax : 91-40-23553214  |   |
| REGISTERED OFFICE                     | Venus Plaza,<br>Adjacent to old Airport,<br>Begumpet, S.P. Road,<br>Hyderabad - 500016, Telangana<br>Tel : 91-40-27902929<br>Fax: 91-40-27908989                    |   |

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 26<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED (FORMERLY SHRI MATRE POWER AND INFRASTRUCTURE LIMITED AND SHRI SHAKTI LPG LIMITED) WILL BE HELD ON SATURDAY, THE 28<sup>TH</sup> DAY OF SEPTEMBER, 2019 AT 11:00 A.M. AT HARI HARA KALA BHAVAN, S.P. ROAD, SECUNDERABAD-50003, TELANGANA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS :

#### Item No. 1 - Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.

#### Item No. 2 - Re-appointment of a Director

To appoint a Director in the place of Dr. A. Bala Setty (DIN 07361951), Director (Non-Independent), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS :

#### Item No. 3 - To re-appoint Mr D.V. Manohar as the Chairman and Managing Director for a term of 3 years.

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 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, the consent of the Members be and is hereby accorded to the re-appointment of Mr. D.V. Manohar as Managing Director of the Company, for a period of 3 (three) years with effect from 25th May 2019 to 24th May 2022 on the existing terms and conditions of his earlier appointment."

"FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things, it may think necessary, expedient or desirable, in relation thereto in order to give effect to the above resolution and to seek such approval/ consent from the government departments, as may be required in this regard."

"FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof

be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. D.V. Manohar, Managing Director."

**Item No.4 - To fix remuneration to Mr D.V. Manohar as the Chairman and Managing Director for a term of 3 years**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :**

"RESOLVED THAT pursuant to Section 196, 197 and Schedule V and all other applicable provisions, rules, schedules of the Companies Act 2013 Mr. D.V. Manohar, Chairman and Managing Director of the Company having Director Identification Number 00223342, approval be and is hereby accorded to pay, for a period of three (03) years effective from 25th May 2019 to 24th May 2022, the following remuneration, terms and conditions:

**PART I**

(a) Salary :

Rs.30,000 p.m. in the scale of Rs.30,000 - 5,000 - 60,000

**PART II**

**PERQUISITES :**

**Category A :**

1. HRA: Up to 60% of the Salary. Over and above 10% payable by the appointee.
2. Re-imbusement of medical expense upto :  
Medical Expenses actually incurred for self and family subject to a ceiling of one month's salary in a year or three months salary in a block of three years.
3. LTC : For self and family once in a year to and from any place in India in accordance with the rules of the Company.
4. Fees of Clubs : Subject to a maximum of two clubs.  
This will not include Admission and Life Membership fees.
5. Personal Accident Insurance: Of an amount the annual premium of which does not exceed Rs.4,000/-
6. Earned Leave : One month's earned leave on full pay for every 11 months of service.

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7. Re-imburement if entertainment and other expenses: Reimbursement of entertainment and other expenses actually and properly incurred in the course of the legitimate business of the Company.
8. Re-imburement of expenses on books, journals and periodicals upto: Rs.1,000/- per month.

Category B :

1. Company's contribution to P.R.: Company's contribution to P.E. as per the rules of the Company.
2. Company's contribution to pension/ superannuation fund: As per the rules of the Company
3. Gratuity : Gratuity payable in accordance with an approval fund which does not exceed half month's salary.

Category C:

1. Telephone facility : Free telephone facility at Residence.
2. Car : Provision of car for use on Company's business.

However, personal long distance calls will be billed to him by the Company.

In the case of absence or inadequacy of profit in the future years, the total remuneration payable to the Director shall be as per the limits specified in Part II of Schedule V to the Companies Act, 2013 and all other applicable provisions.

**Item No.5 - To re-appoint Mr. Binod Kumar Sinha as an Independent Director for a term of 5 years and continue his tenure, who has attained age of 75 years, as a Director**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :**

"RESOLVED THAT "pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosures Requirements) Amendment Regulations, 2018, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr Binod Kumar Sinha (DIN: 00290750), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a

notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, the consent of the Members be and is hereby accorded to re-appoint him as an Independent Director of the Company, who has attained the age of 75 years, shall continue to occupy the position of Independent Non-Executive Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 29th September, 2019 to 28th September 2024."

**Item No.6 - To re-appoint Mr. V. Subrahmanyam as an Independent Director for a term of 5 years and continue his term after attaining the age of 75 years, as a Director**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosures Requirements) Amendment Regulations, 2018, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. V. Subrahmanyam (DIN:02937206), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, the consent of the Members be and is hereby accorded to re-appoint him as an Independent Director of the Company, who will attain the age of 75 years during his term shall continue to occupy the position of Independent Non-Executive Director, even after attaining 75 years on 15th March, 2020 not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 29th September, 2019 to 28th September 2024."

**Item No.7 -To continue the tenure of Mr R. Prabhakar Rao, who has attained the age of 75 years, as Director**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosures Requirements) Amendment Regulations, 2018, Mr R. Prabhakar Rao (DIN 02736132), Independent Non-Executive Director of the Company, who has attained the age of 75 years, shall continue to occupy the position of Non-Executive Director, not liable to retire by rotation beyond 01-04-2019 up to his tenure 27-09-2020."

**Item No.8 - To continue the tenure of Dr G. Govindaiah, who has attained the age of 75 years, as Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosures Requirements) Amendment Regulations, 2018, Dr G. Govindaiah (DIN 00139453), Independent Non-Executive Director of the Company, who has attained the age of 75 years, shall continue to occupy the position of Non-Executive Director, not liable to retire by rotation, beyond 01-04-2019 up to his tenure 29-09-2021."

By Order of the Board  
For Sri Havisha Hospitality and Infrastructure Limited

Sd/-

PLACE : HYDERABAD

DATE : 09-08-2019

D.V.Manohar  
Chairman & Managing Director

**NOTE :**

1. A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy and the Proxy so appointed need not be a Member of the Company.
2. The Proxy forms in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. The Register of Members and Share Transfer Books of the company will remain closed for one day on 28<sup>th</sup> September 2019 for the purpose of Annual General Meeting.
4. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('Act') with respect to Item Nos. 3 to 8 forms part of this Notice. Additional information, pursuant to applicable Regulations of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished in the Notice.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
6. Members are requested to notify any change of address:
  - a. To their depository participants (DP) in respect of shares held in dematerialized form, and
  - b. To Registrar and Share Transfer Agent of the Company - M/s. XL Softech Systems Limited at the address given in the annual report, in respect of shares in physical form. To notify their change of address/residential status/email-id, etc., if any, under their signatures and quoting respective folio number.

7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.
8. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
9. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
10. Kindly bring your copies of the Annual Report to the meeting.
11. In terms of Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs, under Green initiative in the Corporate Governance all the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents whose e-mail id is [xlfield@gmail.com](mailto:xlfield@gmail.com) mentioning the Company's name, so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address.
12. Electronic copy of the Annual Report for the financial period ended 31.03.2017 is being sent to all the members whose email IDs are registered with the Company/RTA/Depository Participants(s) for communication purposes. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
13. The company has appointed M/s. Krishna Kumar & Associates, represented by CS A. Krishna Kumar, Practicing Company Secretary, who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of three working days from the date of conclusion of the shareholders meeting, submit his report after consolidation of e-voting and the votes in the shareholders meeting, cast in favour of or against, if any to the Chairman of the company or a person authorized by him in writing. Results will be uploaded on the Company's website as well as intimated to the Stock Exchanges where the company's shares are listed.
14. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of the Directors eligible for re-appointment vide item no. 2 to 8, are as follows :



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| Particulars  | Dr.A.Balasetty                                    | Mr.D.V.Manohar  | Mr.Binod Kumar Sinha  |
|--|---|---|---|
| DIN  | 07361951  | 00223342  | 00290750  |
| Date of Birth  | 11-01-1948  | 21-02-1953  | 20-09-1939  |
| Date of Appointment  | 14-11-2015  | 25-07-1994  | 10-01-2006  |
| Qualification  | MD  | MBA   | - Graduate Fellow<br>Aeronautical Society of<br>India<br>- Fellow Institution of<br>Engineers, India.                               |
| Experience   | Reputed Physician and<br>CEO of a hospital at USA | He is a successful<br>first generation<br>entrepreneur and<br>Founder Chairman<br>of Shri Shakti<br>Group whose core<br>activities are Hospitality,<br>Education, Public Bike<br>Sharing,<br>Alternative Energy etc., | He retired from Indian<br>Airlines as Deputy Managing<br>Director with vast<br>experience of<br>corporate planning and<br>decisions |
| Directorships held in<br>other listed entities   | Nil   | Nil   | Nil   |
| Membership/ Chairman-<br>ship of committees of<br>listed entities (includes<br>only Audit Committee<br>and Stakeholder's<br>Relationship committee | Nil   | 2   | 2   |
| No.of Shares held in the<br>Company  | 1,68,840<br>(Joint Holder)                        | 1,97,36,280   | Nil   |
| Relationship with any<br>Director(s) of the<br>Company   | Nil   | Father of Woman<br>Director<br>Ms.Deekshita<br>Dontamsetti  | Nil   |

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| Particulars   | Mr.V.Subrahmanyam  | Mr.R.Prabhakar Rao   | Dr.G.Govindaiah  |
|---|--|--|--|
| DIN   | 02937206   | 02736132   | 00139453   |
| Date of Birth   | 15-03-1948   | 10-02-1934   | 08-11-1942   |
| Date of Appointment   | 23-07-2009   | 10-01-2006   | 14-11-2015   |
| Qualification<br>from AIMA. He is a fellow Member of ICMA   | He has done his M.Tech from IIT Kanpur and Degree in Management<br>-Kolkata, IE Kolkata, IIE-Mumbai and IOD - Delhi. | IPS  | M.S.<br>Leading Surgeon in U.S.A.  |
| Experience in Specific Functional Areas   | He retired as Dy. Director General at Indian Ordnance Factories Service -Gr.A.Service                                | He was on the Board of State Bank of India for Several years. Earlier he was the Director General of Police for the state of Andhra Pradesh. He is Known for his unimpeachable integrity and impeccable Credentials. | He has vast experience and Immense Contributions at the meetings of the Company. He has guided the company in taking right decisions and has substantially contributed to the growth of the company. |
| Directorships held in other listed entities   | Nil  | Nil  | Nil  |
| Membership/ Chairmanship of committees of listed entities (includes only Audit Committee and Stakeholder's Relationship committee | 2  | 0  | 0  |
| No.of Shares held in the Company  | Nil  | Nil  | 16,22,367  |
| Relationship with any Director(s) of the Company  | Nil  | Nil  | Nil  |

The instructions for members for voting electronically are as under :

The remote e-voting period commences on 25-09-2019 (10.00 am) and ends on 27-09-2019 (5.00 pm.) during this period members of the Company, holding shares either in physical form or in dematerialised form as on the cut-off date of 21-09-2019, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, shall not be allowed to change it subsequently.

### Voting through electronic means

The instructions for Shareholders for e-voting are as under :

(a) In case of Shareholders' receiving e-mail from NSDL :

- (i) Open e-mail and open PDF file viz; "remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Sri Havisha Hospitality and Infrastructure Limited.
- (viii) Now you are ready for e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [akkfcs@yahoo.co.in](mailto:akkfcs@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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(b) In case of Shareholders' receiving notice of Annual General Meeting by Post :

(i) Initial password is provided as below/at the bottom of the address sticker.

| EVEN<br>(E Voting Event Number) | USER ID | PASSWORD/PIN |
|---------------------------------|---------|--------------|
|---------------------------------|---------|--------------|

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(a) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

(b) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

By Order of the Board  
For Sri Havisha Hospitality and Infrastructure Limited

Sd/-  
D.V.Manohar  
Chairman & Managing Director

PLACE : HYDERABAD

DATE : 09-08-2019

**Explanatory Statement**  
**(Pursuant to section 102 of the Companies Act, 2013)**

STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS MENTIONED IN THE NOTICE OF THE TWENTY SECOND ANNUAL GENERAL MEETING OF THE COMPANY

**Item No. 3 - Re-appointment of Mr D.V. Manohar as the Chairman and Managing Director for a term of 3 years.**

Mr. D.V. Manohar has been re-appointed as Managing Director of the Company from 25<sup>th</sup> July 2009 for a period of 5 years in the scale of Rs. 30,000-5,000-60,000 with other benefits as was given to him in his earlier appointment and approved by the shareholders in the sixth, eleventh, sixteenth and Twenty first Annual General Meetings held on 28<sup>th</sup> September 1999, 30<sup>th</sup> September 2004, 31<sup>st</sup> August 2009 and 29<sup>th</sup> September 2014, respectively.

Mr. D.V. Manohar is the Founder Promoter Director of the Company and has contributed to the growth and development of the company. In view of his dedicated services and in the interests of the company, it is proposed to re-appoint Mr. D.V. Manohar as Managing Director of the Company for a further period of 3 years w.e.f. 25<sup>th</sup> July 2019 on the existing terms and conditions of his earlier appointment.

Except Mr. D.V. Manohar himself being the appointee and Ms. Deekshita Dontamsetti, being a relative of the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are interested in the Resolution.

The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of SEBI (LODR) Regulations, 2015.

The Board recommends the Resolution set forth in Item No.3 for the approval of the Members

**Item No.4 - To fix remuneration to Mr D.V. Manohar as the Chairman and Managing Director for a term of 3 years**

Mr D.V. Manohar, Chairman & Managing Director of the Company re-appointed in the Board Meeting held on 25<sup>th</sup> May 2019 for a term of 3 years effective from 25<sup>th</sup> May 2019 to 24<sup>th</sup> May 2022, with the existing remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee.

Except Mr. D.V. Manohar himself being the appointee and Ms. Deekshita Dontamsetti, being a relative of the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are interested in the Resolution.

The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of SEBI (LODR) Regulations, 2015.

The Board recommends the Resolution set forth in Item No.4 for the approval of the Members

**Item No.5 - To re-appoint Mr. Binod Kumar Sinha as an Independent Director for a term of 5 years and continue his tenure, who has attained the age of 75 years, as a Director**

Mr. Binod Kumar Sinha, aged 79 years was appointed as an Independent Director of the Company by the Shareholders of the Company at the 21<sup>st</sup> Annual General Meeting held on 29<sup>th</sup> September 2014 for a period of five years with effect from 29<sup>th</sup> September, 2014 up to 28<sup>th</sup> September, 2019.

The Board based on the recommendations of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Mr. Binod Kumar Sinha as a Member of the Board and considering vast and varied experience by virtue of Mr Sinha having held very senior positions in Autonomous Organisation of GOI, expertise in Corporate administration that the continued association of him even beyond the age of 75 years would be beneficial to the Company, proposed to re-appoint Mr. Binod Kumar Sinha as an Independent Director of the Company, not liable to retire by rotation, for a second term effective from 29<sup>th</sup> September, 2019 up to 28<sup>th</sup> September, 2024. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Mr. Binod Kumar Sinha for the office of Director.

The Company has received from Mr. Binod Kumar Sinha (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies(Appointment and Qualifications of Directors) Rules, 2014(ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') and(iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made there under, and in terms of the applicable provisions of the Listing Regulations, each as amended, the re-appointment of Mr. Binod Kumar Sinha as an Independent Director of the Company for a second term commencing 29<sup>th</sup> September, 2019 up to 28<sup>th</sup> September, 2024 is being placed before the Shareholders for their approval by way of a special resolution.

In terms of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018, continuing the Directorship of Mr Binod Kumar Sinha, after attaining the age 75 years under Independent (Non-Executive) Director category requires the approval by way of Special Resolution.

Mr. Binod Kumar Sinha retired from Indian Airlines as Deputy Managing Director with vast experience of corporate planning and decisions, fleet and facilities expansion 10 programmes. He was awarded - BHARAT NIRMAN EXCELLENCE AWARD for meritorious accomplishments in diverse fields of

activities that immensely contributed for the Nation's progress, presented by the Front for National Progress, a non-profit making voluntary organization. He was facilitated by the Aeronautical Society of India for his outstanding contribution towards development of aviation in India. He is also an Advisor for various companies.

Except Binod Kumar Sinha being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution.

He is not having any shareholding in the Company.

The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of SEBI (LODR) Regulations, 2015.

The Board recommends the Resolution set forth in Item No.5 for the approval of the Members.

except Mr. Binod Kumar Sinha, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No.4 of the Notice.

As per SEBI (LODR) Amendment Regulations, 2018, no listed entity shall appoint a person or continue the directorship of any person as non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

The Board recommends the Resolution set forth in Item No.5 for the approval of the Members.

**Item No.6 - To re-appoint Mr. V. Subrahmanyam an Independent Director for a term of 5 years and continue his term after attaining the age of 75 years, as a Director**

Mr. V. Subrahmanyam, aged 71 years was appointed as an Independent Director of the Company by the Shareholders of the Company at the 21<sup>st</sup> Annual General Meeting held on 29<sup>th</sup> September 2014 for a period of five years with effect from 29<sup>th</sup> September, 2014 up to 28<sup>th</sup> September, 2019.

The Board based on the recommendations of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Mr. V. Subrahmanyam as a Member of the Board and considering that the continued association of him would be beneficial to the Company, proposed to re-appoint Mr. V. Subrahmanyam as an Independent Director of the Company, not liable to retire by rotation, for a second term effective from 29<sup>th</sup> September, 2019 up to 28<sup>th</sup> September, 2024 even after attaining 75 years on 15<sup>th</sup> March, 2020, in view of vast administrative and Technical expertise he possess. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Mr. V. Subrahmanyam for the office of Director.

The Company has received from Mr. V. Subrahmanyam (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies(Appointment and Qualifications of Directors) Rules, 2014(ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of

the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') and (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made there under, and in terms of the applicable provisions of the Listing Regulations, each as amended, the re-appointment of Mr. V. Subrahmanyam as an Independent Director of the Company for a second term commencing 29th September, 2019 up to 28th September, 2024 who will attain 75 years during his tenure, and the Company intends to continue him as Independent Director even after attaining 75 years, is being placed before the Shareholders for their approval by way of a special resolution.

In terms of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018, continuing the Directorship of Mr V. Subrahmanyam, after attaining the age 75 years under Independent (Non-Executive) Director category requires the approval by way of Special Resolution.

Mr. V. Subrahmanyam retired as Dy. Director-General at Indian Ord. Factories Service (Gr. A. Service). He has done his M.Tech from IIT Kanpur and Degree in Management from AIMA. He is a Fellow Member of ICMA, Kolkata, IE, Kolkata, IIE, Mumbai and IOD, Delhi. His rich experience and expertise would be highly beneficial to the company.

Except Mr V. Subrahmanyam being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution.

He is not having any shareholding in the Company.

The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of SEBI (LODR) Regulations, 2015.

The Board recommends the Resolution set forth in Item No.6 for the approval of the Members.

**Item No.7 - To continue the tenure of Mr R. Prabhakar Rao, who has attained the age of 75 years, as Director, who has attained the age of 75 years, as a Director**

In terms of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018, continuing the Directorship of Mr R. Prabhakar Rao under Independent (Non-Executive) Director category beyond 01-04-2019 requires the approval by way of Special Resolution.

He was on the Board of State Bank of India for several years. Earlier he was the Director General of Police for the State of Andhra Pradesh. He is known for his unimpeachable integrity and impeccable credentials. The Board of Directors have acknowledged that the vast experience and immense contributions made by Mr R. Prabhakar Rao at the Meetings of the Company has guided the Company



in taking right decisions and he has substantially contributed to the growth of the Company.

The Board of Directors recommended continuing the directorship of Mr R. Prabhakar Rao under Independent (Non-Executive) Director category, not liable to retire by rotation, beyond 01-04-2019.

Except Mr R. Prabhakar Rao being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution.

He is not having any shareholding in the Company.

The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of SEBI (LODR) Regulations, 2015.

The Board recommends the Resolution set forth in Item No.7 for the approval of the Members.

**Item No.8 - To continue the tenure of Dr G. Govindaiah, who has attained the age of 75 years, as Director**

Dr G. Govindaiah (DIN 00139453), aged 77 years has been on the Board since 14-11-2015.

In terms of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018, continuing the Directorship of Dr G. Govindaiah under Independent (Non-Executive) Director category beyond 01-04-2019 requires the approval by way of Special Resolution.

The Board of Directors have acknowledged that the vast experience and immense contributions made by Dr G. Govindaiah at the Meetings of the Company has guided the Company in taking right decisions and he has substantially contributed to the growth of the Company.

The Board of Directors recommended continuing the directorship of Dr G. Govindaiah under Independent (Non-Executive) Director category, not liable to retire by rotation, beyond 01-04-2019.

Except Dr G. Govindaiah being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution.

He is having 16,22,367 (1.06%) shares in the Company as on 31-03-2019.

The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of SEBI (LODR) Regulations, 2015.

The Board recommends the Resolution set forth in Item No.8 for the approval of the Members.

By Order of the Board

For Sri Havisha Hospitality and Infrastructure Limited

Sd/-

D.V.Manohar

Chairman & Managing Director

PLACE : HYDERABAD

DATE : 09-08-2019

**DIRECTORS' REPORT**

To

The Shareholders,

Sri Havisha Hospitality & Infrastructure Limited  
(Formerly Shri Matre Power & Infrastructure Limited  
and Shri Shakti LPG Limited)

Dear Members,

**1. INTRODUCTION**

Your Directors have pleasure in presenting their report together with audited accounts for the financial year ended 31<sup>st</sup> March, 2019

**2. FINANCIAL PERFORMANCE**

The Financial performance of the Company for the Financial Year 2018-19 is indicated below :  
(Rupees in 000's)

| <b>Particulars</b>   | <b>2018-19</b><br>(₹) | <b>2017-18</b><br>(₹) |
|--|-----------------------|-----------------------|
| Gross Income   | 0.00                  | 800                   |
| Less : Expenditure excluding Interest, Depreciation & prior period and Extraordinary items | 3193                  | 7381                  |
| Profit / (Loss) before Interest, Depreciation & prior period and Extraordinary items       | (6425)                | (6580)                |
| Interest   | -                     | -                     |
| Profit / (Loss) before Depreciation & prior period and Extraordinary items                 | (6425)                | (6580)                |
| Depreciation   | 6662                  | 6662                  |
| Profit / (Loss) before prior period and Extraordinary items                                | (13087)               | (13243)               |
| Net Profit / (Loss) before provision for Taxation  | (13087)               | (13243)               |
| Provision for Taxation   | -                     | -                     |
| <b>Net Profit / (Loss)</b>   | <b>(13087)</b>        | <b>(13243)</b>        |

**Performance Review**

During the year, the company incurred a loss of Rs.13087 thousands (previous year loss of Rs.13243 thousands).

### 3. STATE OF AFFAIRS AND FUTURE OUTLOOK OF THE COMPANY

Your Directors are glad to inform you that your Company received No Objection Letters from BSE, SEBI and NSE on 26th March, 2019 and 2nd April, 2019 respectively for scheme of arrangement for Merger with Shri Shakti Resorts & Hotels Ltd. As already informed, this merger will strengthen the prospects of the company. Though your company is a debt free company, till now we could not revive the business of the company. With this merger, your company will have active business since Shri Shakti Resorts & Hotels Ltd is a fully operational company which is active both in the Hospitality Industry & Public Bike Sharing, the details of which were given in last year's Directors' Report. If these two companies merge, it is expected to be a win-win situation for both companies. Your Directors are confident that this proposed merger will bring in positive developments into your company and expected to achieve better results and there by increased valuation to the share holders of both the companies.

After your company received the NOCs from the above Statutory Authorities, your company along with Shri Shakti Resorts & Hotels Ltd is in the process of submitting the applications to National Company Law Tribunal (NCLT) for judicial approval.

It is the tireless endeavor of your Directors to maximise the returns to the share holders.

### 4. DEPLOYMENT OF FUNDS

|                              | (₹)<br>31.03.2019 | (₹)<br>31.03.2018 |
|------------------------------|-------------------|-------------------|
| <b>Sources of Funds</b>      |                   |                   |
| Share Holders Funds          | 167146            | 180234            |
| Non-Current Liabilities      | 87400             | 64500             |
| Current Liabilities          | 3662              | 23310             |
| <b>Total</b>                 | <u>258208</u>     | <u>268044</u>     |
| <b>Application of Funds</b>  |                   |                   |
| Non-Current Assets           | 49398             | 56060             |
| Other Non-Current Assets     | 151023            | 154529            |
| Current Assets               | 57787             | 57455             |
| Long Term Loans and Advances | 0                 | 0                 |
| <b>Total</b>                 | <u>258208</u>     | <u>268044</u>     |

### 5. SUBSIDIARY COMPANY

Your company has no subsidiary.

### 6. DIVIDEND

As your Company still has accumulated losses, the Directors regret to inform you that they are not in a position to recommend any Dividend for the year ended 31.03.2019.

## 7. DEPOSITS

The Company has not accepted any Deposits covered under the chapter V of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 for the year under review.

## 8. DIRECTORS

In terms of the provisions of the Companies Act, 2013, Dr. A. Bala Setty retires by rotation at the ensuing AGM and being eligible, seeks re-appointment.

During the year under review, based on the recommendations of Nomination and Remuneration Committee ('NRC'), the Board re-appointed Mr. D.V. Manohar as Chairman & Managing Director of the Company for a period of three years effective from 25<sup>th</sup> May 2019 up to 24<sup>th</sup> May 2022, not liable to retire by rotation. The Board approved the re-appointment of Mr. D.V. Manohar based on his significant contributions to the Company and the same is subject to the approval of the Members of the Company.

Based on the recommendations of the NRC and pursuant to the performance evaluation of Mr. Binod Kumar Sinha as a Member of the Board, the Board proposed to re-appoint Mr. Binod Kumar Sinha, who has attained the age of 75 years, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term effective 29<sup>th</sup> September 2019 up to 28<sup>th</sup> September 2024.

Also, based on the recommendation of the NRC and pursuant to the performance evaluation of Mr. V. Subrahmanyam as a Member of the Board, the Board proposed to re-appoint Mr. V.Subrahmanyam, even after attaining 75 years on 15<sup>th</sup> March, 2020, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term effective from 29<sup>th</sup> September 2019 up to 28<sup>th</sup> September 2024.

Based on the recommendations of the NRC and pursuant to the performance evaluation of Mr R.Prabhakar Rao as a Member of the Board, the Board proposed to continue the tenure of Mr R.Prabhakar Rao, who has attained the age of 75 years, as Director up to his tenure 27-09-2020.

Based on the recommendations of the NRC and pursuant to the performance evaluation of Dr G. Govindaiah as a Member of the Board, the Board proposed to continue the tenure of Dr G. Govindaiah, who has attained the age of 75 years, as Director up to his tenure 29-09-2021.

The necessary resolutions for re-appointments of Dr A. Bala Setty, Mr. D. V. Manohar, Mr. Binod Kumar Sinha, Mr. V. Subrahmanyam, Mr R. Prabhakar Rao and Dr G. Govindaiah form part of the notice convening the ensuing AGM scheduled to be held on 28<sup>th</sup> September, 2019. The profile and particulars of experience, attributes and skills of the above Directors is disclosed in the Notice convening the AGM.

## 9. BOARD MEETINGS

The Board has a formal schedule of matters reserved for its consideration and decision. These include approving business strategy, setting performance targets, reviewing performance, approving investments, ensuring adequate availability of financial resources and reporting to the Shareholders. Board Meetings were held during the year on 25<sup>th</sup> May, 2018, 13<sup>th</sup> August, 2018, 10<sup>th</sup> November, 2018 and 14<sup>th</sup> February, 2019.

## 10. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013, that he meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

## 11. EVALUATION OF THE BOARD'S PERFORMANCE

In compliance with the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the performance evaluation of the Board was carried out during the year under review. More details on the same are given in the Corporate Governance Report.

## 12. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The policy of the Company on Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under Section 178(3) of the Companies Act, 2013, is adopted by the Board. We affirm that the remuneration paid to the Directors is as per the terms laid out in nomination and remuneration policy of the Company.

## 13. PERSONNEL

During the year none of the employees is in receipt of remuneration in excess of the limits prescribed u/s. 197(12) of the Companies Act, 2013, read with Rule 5 and 35 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## 14. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review as stipulated under SEBI (LODR) Regulations, 2015 is annexed to this report (Annexure - 1).

## 15. RISK MANAGEMENT COMMITTEE

The Risk Management Committee Comprises of the following Directors:

(Formerly known as SHRI MATRE POWER &amp; INFRASTRUCTURE LIMITED &amp; SHRI SHAKTI LPG LIMITED)

| Sl.No. | Name of the Remuneration Committee Member       | Designation |
|--------|---|-------------|
| 1.     | Mr. D.V.Manohar, (Chairman & Managing Director) | Chairman    |
| 2.     | CA A.P.Vitthal, (Independent Director)          | Member      |
| 3.     | Mr. B.K.Sinha, (Independent Director)           | Member      |

The Committee helps in :

- Assisting the Board in fulfilling its corporate governance oversight responsibilities with regard to the identification, evaluation and mitigation of strategic, operational and external environment risks.
- Monitoring and approving the risk management framework and reviewing and approving risk related disclosures.

## 16. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Though, pursuant to the provisions of Section 135 read with Schedule VII of the Companies Act, 2013, the company does not fall under the criteria of CSR Policy, the Company is actively promoting cycling which is the most eco friendly means of commuting.

## 17. CORPORATE GOVERNANCE

A brief report on Corporate Governance in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, is annexed to this report. (Annexure - 2)

## 18. DEMATERIALISATION OF SHARES

Around 64.62% of the paid up Equity Share Capital of the Company was dematerialized as on 31<sup>st</sup> March 2019 and the balance Paid Up Equity Share Capital is in physical form. The Company's Registrar is XL Softech Systems Ltd., 3, Sagar Society, Banjara Hills, Hyderabad.

## 19. REMUNERATION RATIO OF THE DIRECTORS

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial personnel) Rules 2014 and Companies (Particulars of employees) Rules 1975 in respect of employees of the Company and Directors is furnished below:

Rs.in Thousands

| Sl. No. | Name of the Director | Designation                  | Remuneration 2018-19 | Remuneration 2017-18 | Increase in Remuneration | Ratio / times of Median of Employee Remuneration |
|---------|----------------------|------------------------------|----------------------|----------------------|--------------------------|--|
| 1.      | Mr.D.V.Manohar       | Chairman & Managing Director | 1332                 | 1332                 | Nil                      | Nil<br>(As there was No increase)                |

(Formerly known as SHRI MATRE POWER &amp; INFRASTRUCTURE LIMITED &amp; SHRI SHAKTI LPG LIMITED)

| Sl. No | Name of the Key Managerial Personnel | Designation             | Remuneration 2018-19 | Remuneration 2017-18 | Increase in Remuneration | Ratio / times of Median of Employee Remuneration |
|--------|--------------------------------------|-------------------------|----------------------|----------------------|--------------------------|--|
| 1.     | Mr. Ch.Mallikarjuna                  | Company Secretary       | 509                  | NA                   | Nil                      | NA   |
| 2.     | Mr. D.Suresh Babu                    | Company Secretary       | 203                  | 250                  | Nil                      | NA   |
| 3.     | Mr. A.Mahipal Reddy                  | Company Secretary       | 58                   | NA                   | NA                       | NA   |
| 4.     | Mr.V.Padmanabham                     | Chief Financial Officer | 600                  | 510                  | 90                       | NA   |

**20. LISTING WITH STOCK EXCHANGE**

The Company's securities listed at the BSE Limited and National Stock Exchange of India Limited and the new Listing Agreement as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been entered with both the Stock Exchanges.

**21. PARTICULARS OF LOAN, GUARANTEE OR INVESTMENTS**

Your Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 with respect to Loans, guarantee or investments made.

**22. RELATED PARTY TRANSACTIONS**

All Related Party Transactions entered during the year were in Ordinary Course of the Business and at Arm's Length basis. No Material Related Party Transactions, i.e. transactions exceeding 10% of the annual consolidated turnover as per the last audited financial statement, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013, in Form AOC-2 is not applicable.

**23. DIRECTORS RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134(3)(C) OF THE COMPANIES ACT, 2013.**

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013 with respect to Directors Responsibility Statement, it is hereby confirmed:

- (i) that in the preparation of the accounts for the financial year ended 31<sup>st</sup> March, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the profit or loss of your Company for the year under review;

- (iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the Provisions of the Companies Act, 2013 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities.
- (iv) that the Directors have prepared the accounts for the financial year ended 31<sup>st</sup> March, 2019 on a 'going concern' basis.
- (v) The Directors have laid down internal financial controls, which are adequate and are operating effectively.
- (vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

## 24. EXTRACT OF ANNUAL RETURN

As required pursuant to Section 92(3) of the Companies Act 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT-9 is annexed to this Report (**Annexure - 3**).

## 25. AUDITORS

### a) The Statutory Auditors :

M/s P. Suryanarayana & Co., Chartered Accountants were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 27<sup>th</sup> September 2017, for a period of five years commencing from the conclusion of the 24<sup>th</sup> AGM of the Company until the conclusion of the 29<sup>th</sup> AGM of the Company to be held on in the year 2022.

The Report given by Auditors on Financial statements of the Company is part of this report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their report.

### b) Secretarial Auditors :

Section 204 of the Companies Act, 2013 inter alia requires every listed company to annex to its Board's report, a Secretarial Audit Report, given in the prescribed form, by a Company Secretary in practice. The Board appointed Krishna Kumar & Associates, Practicing Company Secretaries, represented by CS A. Krishna Kumar, as the Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial Year 2018-19 is annexed to this report (**Annexure-4**). There are no qualifications, observations, adverse remark or disclaimer in the said Report.

The Board has also appointed Krishna Kumar & Associates as Secretarial Auditor to conduct Secretarial Audit of the Company for Financial Year 2019-20



**26. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE**

Information under sub-section (3)(m) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 is given below:

**A. CONSERVATION OF ENERGY****Energy Consumption measures taken:**

- a. The Company has initiated effective measures for saving all forms of Energy.
- b. Additional investments and proposals if any being implemented for reduction in consumption of energy. The proposals are :
  - Installed 25 KVA Generator set for exclusive lighting load in the absence of SEB supply during non-working hours at Kakinada Terminal.
- c. Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of bottling.
- d. Total Energy Consumption and Energy Consumption per unit of product.

**Energy Conservation Measures :**

The following Energy Conservation Measures were implemented during the year.

1. Auto switching off of A/c Units, Exhaust Fans, Street Lights.
2. Reduction in compressed air consumption by fixing Regulators and Auto Controllers.

**B. TECHNOLOGY ABSORPTION**

The Company has taken up several initiatives for undertaking Research and Development (R&D) on Technology, Absorption, Adaptation and Innovation during the year. The Company has indigenously developed a Conversion Kit with fixed tank for Three Wheelers to run on LPG. The company holds two patents jointly with M/s. Automotive Research Association of India (ARAI) towards the same.

**C. FOREIGN EXCHANGE EARNINGS AND OUTGOINGS:**

(Rs. in Lakhs)

**Current Year**

|                                       |     |
|---------------------------------------|-----|
| 1) Foreign Exchange earned            | NIL |
| 2) Foreign Exchange used              | NIL |
| a. Import of Capital Goods            | NIL |
| b. Import of raw materials and spares | NIL |
| c. Travelling and other expenditure   | NIL |

**27. WHISTLE BLOWER POLICY**

The Company has adopted a Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the Code of Business Principles of the Company.

**28. SEXUAL HARASSMENT POLICY**

The Company as required under the provisions of "The Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013" has framed a Policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace and matters connected therewith or incidental thereto. In the year under review, the Company has not received any complaint under the said Policy.

**ACKNOWLEDGEMENT**

The Board wishes to place on record its deep sense of gratitude and appreciation to all the Promoters and Shareholders for their whole hearted support to your Company. The Board also wishes to acknowledge the help and assistance rendered by the Banks, Dealers, Customers, Suppliers, Collaborators, Consultants and Contractors. The Board wishes to further record its gratitude to various Departments of the Government of Andhra Pradesh, Government of Telangana and Government of India and other State Governments for their support and encouragement given to your Company.

The Board records its appreciation for the contribution of all the team members of your Company.

For and on behalf of the Board  
SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED

Sd/-  
D. V. MANOHAR  
Chairman & Managing Director

Place : Hyderabad

Date : 09.08.2019

## Annexure - 1

**MANAGEMENT DISCUSSION AND ANALYSIS**

SHRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED (formerly known as SHRI MATRE POWER AND INFRASTRUCTURE LIMITED (SMPIL) AND SHRI SHAKTI LPG LTD (SSLPG) was originally engaged in the business of LPG marketing.

**INDUSTRY STRUCTURE AND DEVELOPMENTS**

LPG marketing was the monopoly of the Government Oil Companies who had piled up a huge waitlist. The Government of India in 1993 permitted the private sector participation with a commitment that the subsidy enjoyed by the Government Oil Companies would be removed in a phased manner in the next few years. It had also committed that the commercial and industrial LPG markets in India would be reserved exclusively for the private sector, till the subsidy withdrawal in the domestic sector is completed. None of the promises were implemented as a result of which the private sector companies were unable to run the LPG business on a profitable basis due to the total absence of the level playing field.

After a long suffering due to Government policies explained above and enormous amount of toil that has gone into developing LPG business as a largest Private Sector player, Company had to abandon that activity.

The Company is now in the process of suitable diversification activities in the field of hospitality, tourism, and Public Bike Sharing

**OPPORTUNITIES AND THREATS**

Your company has succeeded in implementing the strategy for its turn around which was as follows :

- a) One time Settlement (OTS) with term loan, working capital lenders and for unsecured loans wherein the entire accumulated interest along with considerable part of the principle amount is waived.
- b) Met OTS commitments and has become DEBT FREE.
- c) Most of the fixed assets other than land was disposed off and efforts are being made for realization of amounts for sale of balance assets. The amount when realised will be the seed capital for future new business.

**OUTLOOK**

An area of diversification of Sri Havisha Hospitality & Infrastructure Limited (SHHIL) was Solar Energy and accordingly participated in various tenders for Solar Power Generation including the AP Government. In the AP Tender, SHHIL's (previously SMPIL) bid was the best at the location Amangal about 75 kms from Hyderabad. However, due to the bifurcation of the State in the meantime, the tender was cancelled.

The scenario of Solar Energy has drastically changed involving large out lay projects.

(Formerly known as SHRI MATRE POWER & INFRASTRUCTURE LIMITED & SHRI SHAKTI LPG LIMITED)

The Board decided that Hospitality and Tourism industry is one area with considerable potential particularly in the States of AP and Telangana. The Board accordingly decided that Company should explore possibility of acquiring/merging any other Company which is in Hospitality/Tourism business so that operations can be commenced within a short time.

Accordingly your Company initiated the process for taking over a Hospitality Company which is fully operational. The process of merger is at an advanced stage.

## **RISKS & CONCERNS**

The management of the company analyses and evaluates on a continuous basis the various risks associated with the business and adopts Risk Management Practices to minimize the adverse impact of these risks. Both external as well as internal developments are assessed regularly.

The management constantly scans the environment covering areas like market scenario, Government policies, National as well as global developments, technological changes etc. Business risks and uncertainties are identified and prioritized. Appropriate strategies are planned and implemented.

## **INTERNAL CONTROL SYSTEMS**

The company has an effective Internal Control System with respect to purchase and sale of inventory, fixed assets and goods. It has an internal audit department wherein audit of the transactions of the plants and the corporate offices are done at periodical intervals in order to ensure that recording and reporting are adequate and proper. The internal audit also verifies whether internal controls and checks and balances in the system are adequate, proper and upto date. Corrective actions for any weaknesses in the system that are disclosed by the audit are taken.

The Audit Committee consists of eminent Independent Directors. It reviews the important observations of the Internal Audit and suggests corrective action for the management to implement. It also meets periodically to review and recommend quarterly, half - yearly and annual financial statements of the company. The Committee also holds discussions with the Internal Auditors, Statutory Auditors and the Management on the matters relating to internal controls, auditing and financial reporting. The Committee also reviews with the statutory auditors, the scope and results of the audits.

## **FINANCIAL PERFORMANCE VS. OPERATIONS PERFORMANCE**

During the year, the company incurred a loss of ₹ 13087 thousands (previous year loss of ₹ 13243 thousands).

## **HUMAN RESOURCES & INDUSTRIAL RELATIONS**

The Company continues to maintain cordial industrial relations. Retention of the workforce is a key challenge considering the exponential growth in the industrial sector. The company has been consistently working on learning development of employees to enable them to take on larger responsibilities.

## **CAUTIONARY STATEMENT**

Statement in this Management Discussion & Analysis describing the company's objectives, projected estimates and expectations may constitute forward looking statement within the meaning of applicable laws and regulations. Actual results might differ marginally or materially from those either expressed or implied.

## Annexure - 2

**A REPORT ON CORPORATE GOVERNANCE**

**[Pursuant to schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

In accordance with the Schedule V of the SEBI (LODR) Regulations, 2015 and some of the best practices followed internationally on corporate governance, the report containing the details of corporate governance systems and processes is as under :

**a) COMPANY'S PHILOSOPHY**

Sri Havisha Hospitality and Infrastructure Ltd. is committed to the highest standards of Corporate Governance in all its activities and processes. The driving forces of Corporate Governance at Sri Havisha Hospitality and Infrastructure Limited are its core competence and core values - Belief in Core Competence, people, leadership, consumer orientation and pursuit of excellence and strive to achieve the best in all the fields.

**b) BOARD OF DIRECTORS****i) Composition and Category of Directors:**

The Board comprises of 8 Directors, who bring in a pool of collective knowledge from various disciplines. The Board has been constituted in a manner which will result in an appropriate mix of Independent and Non-Independent Directors. The Independent Directors bring independent judgment in the Board's deliberations and decisions. This has been done to preserve the independence of Board and effective discharge of its functions of Governance and Management. As on date the Board consists of Five (5) Independent Directors and one (1) Promoter and Executive, one (1) Non-Independent Director and one (1) Promoter and Non-Independent Director.

All the Independent Directors of the Company at the time of their first appointment to the Board and thereafter at the first meeting of the Board in every financial year give a declaration that they meet with the criteria of independence as provided under Companies Act, 2013 and Regulation 16 of SEBI (LODR) Regulations, 2015.

None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 committees [as specified in Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] across all the companies in which he is a Director.

The names, categories of the Directors on the Board, their attendance at the Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorships held by them in other companies are given below.

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| Name                       | Category                                | Designation                    | No. of meetings held during the last financial year | No. of meetings attended | No. of memberships in Boards of other Companies | Attendance of each Director at last AGM |
|----------------------------|---|--------------------------------|---|--------------------------|---|---|
| Mr. D.V.Manohar            | Promoter and Executive Director         | Chairman and Managing Director | 4   | 4                        | 6   | Yes                                     |
| Dr. A. Balasetty           | Director                                | Director                       | 4   | 1                        | 1   | No                                      |
| Dr Gorantla Govindaiah     | Director                                | Director                       | 4   | 1                        | -   | No                                      |
| Mr. B.K. Sinha             | Independent and Non-Executive Director  | Director                       | 4   | 3                        | 1   | Yes                                     |
| Mr. R. Prabhakara Rao      | Independent and Non-Executive Director  | Director                       | 4   | 4                        | -   | Yes                                     |
| Mr. V. Subrahmanyam        | Independent and Non-Executive Director  | Director                       | 4   | 3                        | 0   | No                                      |
| CA. A.P. Vitthal           | Independent and Non-Executive Director  | Director                       | 4   | 4                        | 2   | Yes                                     |
| Ms. Deekshitha Dontamsetti | Woman Director Non-Independent Director | Director                       | 4   | 1                        | -   | No                                      |

As per Schedule V of SEBI (LODR) Regulations 2015 - Disclosure of names of the listed entities in which the Director is a Director and the category of directorship as follows:

| Name of the Director | Name of the other Listed entity in which the Director is a Director | Category of Directorship             |
|----------------------|---|--------------------------------------|
| CA A.P.Vitthal       | Oil Country Tubular Limited   | Non-Executive - Independent Director |

(i) **Board Meetings :**

The Board has a formal schedule of matters reserved for its consideration and decision. These include approving business strategy, setting performance targets, reviewing performance, approving investments, ensuring adequate availability of financial resources and reporting to the Shareholders. The Board generally meets 4 times during the year. The Directors are also given option of attending the Board Meeting through Video conferencing. During the year ended 31<sup>st</sup> March, 2019 the Board Meetings were held on 25<sup>th</sup> May 2018, 13<sup>th</sup> August 2018, 10<sup>th</sup> November, 2018 and 14<sup>th</sup> February 2019. All relevant information as required under schedule II of the SEBI(LODR) Regulations, 2015 was placed before the Board from time to time.

**(ii) Shares held by Independent & Non-Executive Directors:**

None of the Independent and Non-Executive Directors held any Shares in the Company except Mr.A.P. Vitthal, Dr. Gorantla Govindaiah (Independent Directors) and Dr. A. Balasetty (Non-Executive Director), which is less than 2% of the total voting power of the company.

**(iii) Directors seeking appointment/re-appointment:**

Dr. A. Bala Setty retires by rotation at the ensuing AGM and being eligible, seeks re-appointment.

The Board at their Board meeting held on 25<sup>th</sup> May 2019 re-appointed Mr. D.V. Manohar as Chairman & Managing Director of the Company for a period of three years effective from 25<sup>th</sup> May 2019 up to 24<sup>th</sup> May 2022, not liable to retire by rotation, subject to the approval of the Members of the Company.

The Board proposed to re-appoint Mr. Binod Kumar Sinha as an Independent Director of the Company even beyond the age of 75 years would be beneficial to the Company, not liable to retire by rotation, to hold office for a second term effective from 29<sup>th</sup> September 2019 up to 28<sup>th</sup> September 2024.

The Board proposed to re-appoint Mr.V.Subrahmanyam as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term effective from 29<sup>th</sup> September 2019 up to 28<sup>th</sup> September 2024 even after attaining 75 years on 15<sup>th</sup> March, 2020 shall be continued.

The Board proposed and recommended for continuing the directorship of Mr R. Prabhakar Rao, even beyond the age of 75 years, under Independent (Non-Executive) Director category, not liable to retire by rotation, beyond 01-04-2019 up to his tenure 27-09-2020.

The Board at their Board meeting held on 09<sup>th</sup> August, 2019 proposed and recommended for continuing the directorship of Dr G. Govindaiah, even beyond the age of 75 years, under Independent (Non-Executive) Director category, not liable to retire by rotation, beyond 01-04-2019 up to his tenure 29-09-2021.

The necessary resolutions for re-appointments of Dr A.Bala Setty, Mr. D.V. Manohar, Mr. Binod Kumar Sinha, Mr. V. Subrahmanyam, Mr R.Prabhakar Rao and Dr G.Govindaiah form part of the notice convening the ensuing Annual General Meeting scheduled to be held on 28<sup>th</sup> September, 2019. The profile and particulars of experience, attributes and skills of the above Directors is disclosed in the Notice convening the AGM.

**SEPARATE MEETING OF INDEPENDENT DIRECTORS:**

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on 14<sup>th</sup> February 2019 to review the performance of the Non-Independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge

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their duties. The Independent Directors found the performance of Non-Independent Directors (including Chairman) and the Board as well as flow of information between the Management and the Board to be satisfactory.

### EVALUATION OF THE BOARD'S PERFORMANCE

The Board has a formal mechanism for evaluating its performance and as well as that of its Committees and individual directors, including the Chairman of the Board based on the criteria laid down by Nomination and Remuneration Committee which included attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest, adherence to Code of Conduct and Business ethics, monitoring of regulatory compliance, risk assessment and review of internal control systems, etc.

#### A Board Committees :

To enable better and more focused attention on the affairs of the Company, the Board delegates certain matters to the Committees of the Board set up for the purposes.

#### i) AUDIT COMMITTEE

##### Composition and other details

| Sl. No. | Name of the Audit Committee Member              | Designation | No. of Meetings Held | No. of Meetings Attended |
|---------|---|-------------|----------------------|--------------------------|
| 1.      | Mr. V. Subrahmanyam (Independent Director)      | Chairman    | 04                   | 03                       |
| 2.      | Mr. A.P. Vitthal (Independent Director)         | Member      | 04                   | 04                       |
| 3.      | Mr. B.K. Sinha (Independent Director)           | Member      | 04                   | 03                       |
| 4.      | Mr. D.V. Manohar (Chairman & Managing Director) | Member      | 04                   | 04                       |

##### Terms of Reference

The Audit Committee reviews the audit reports submitted by the internal auditors, statutory auditors, financial results, effectiveness of internal audit processes and the company's risk management strategy. Members possess adequate knowledge of Accounts, Audit, Finance, etc.

During the year under review, Four (4) Audit Committee Meetings are held.

#### ii) NOMINATION AND REMUNERATION COMMITTEE

##### Composition and other details

Scope of Nomination and Remuneration Committee is to review the performance of the Managing Director, after considering the company's performance, recommends to the Board remuneration including salary, perquisites to be paid to the Managing Director. The Company has only one Managerial Personnel at present i.e. Managing Director.



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The remuneration committee consists of three independent directors and one Promoter Director as follows :

| Sl.No. | Name of the Remuneration Committee Member       | Designation |
|--------|---|-------------|
| 1.     | Mr. V. Subrahmanyam (Independent Director)      | Chairman    |
| 2.     | Mr. A.P. Vitthal (Independent Director)         | Member      |
| 3.     | Mr. B.K. Sinha (Independent Director)           | Member      |
| 4.     | Mr. D.V. Manohar (Chairman & Managing Director) | Member      |

### Remuneration Policy :

The Remuneration Committee of the Board of the Company generally decides and makes recommendations to the Board about the remuneration to be paid to the Directors. The remuneration recommended to the Directors are, subject to the approval of the Members of the Company in the General Meeting. A remuneration and perquisites of ₹ 13,32,000/- paid to the Managing Director during the year.

Sitting fee of ₹ 10,000/- each paid to the non Executive Directors for the Board Meetings held during the year.

### iv) SHAREHOLDER RELATIONSHIP COMMITTEE / INVESTORS' GRIEVANCE COMMITTEE

#### Composition and other details

The Shareholder Relationship Committee looks into Shareholders' and investors' grievances.

As a measure of good Corporate Governance and to focus on the shareholders' grievances towards strengthening investor relations, an Investors' Grievance Committee, as a sub-committee to the Board of Directors has been constituted. The Committee focuses on the strengthening of investor relations.

The Shareholder Relationship Committee consists of Three (3) Independent Directors and One (1) Promoter Director as follows :

| Sl. No. | Name of the Shareholder Relationship Committee     | Designation | No. of Meetings Held | No. of Meetings Attended |
|---------|--|-------------|----------------------|--------------------------|
| 1.      | Mr. B.K. Sinha<br>(Independent Director)           | Chairman    | 04                   | 03                       |
| 2.      | Mr. A.P. Vitthal<br>(Independent Director)         | Member      | 04                   | 04                       |
| 3.      | Mr. V.Subrahmanyam<br>(Independent Director)       | Member      | 04                   | 03                       |
| 4.      | Mr. D.V. Manohar<br>(Chairman & Managing Director) | Member      | 04                   | 04                       |

### CERTIFICATES FROM PRACTISING COMPANY SECRETARIES

As required by Regulation 34(3) and Schedule V Part E of the Listing Regulations, the certificate given by Krishna Kumar & Associates, Practicing Company Secretaries, is annexed to this report (Annexure-5)

As required by Clause 10 (i) of Part C under Schedule V of the Listing Regulations, the Company has received a certificate from Krishna Kumar & Associates, Practicing Company Secretaries certifying that none of our Directors have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India or Ministry of Corporate Affairs or such other statutory authority.

### CEO AND CFO CERTIFICATION

As required by Regulation 17(8) read with Schedule II Part B of the Listing Regulations, the Chairman & Managing Director and Chief Financial Officer have given appropriate certifications to the Board of Directors is annexed to this report (Annexure-6).

### RECONCILIATION OF SHARE CAPITAL AUDIT

In terms of Regulation 40(9) and 61(4) of the Listing Regulations, certificates, on half-yearly basis, have been issued by a Company Secretary in Practice with respect to due compliance of share and security transfer formalities by the Company.

The Company Secretary in Practice carried out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') (collectively 'Depositories') and the total issued and listed capital. The Audit confirms that the total paid-up capital is in agreement with the aggregate of the total number of shares in physical form and in dematerialised form (held with Depositories). The Audit Report is disseminated to the Stock Exchanges on quarterly basis and is also available on our website [www.shrishakti.com](http://www.shrishakti.com) under 'Shareholders' section.

### VENUE AND TIME OF THE LAST THREE ANNUAL GENERAL MEETINGS

| Date       | Venue  | Time       | No. of Special Resolutions | Members present by |       |
|------------|--|------------|----------------------------|--------------------|-------|
|            |  |            |                            | Person             | Proxy |
| 27.09.2018 | Hari Hara Kala Bhavan,<br>S.P.Road, Near Patny Circle,<br>Secunderabad | 11:00 a.m. | Nil                        | 58                 | Nil   |
| 27.09.2017 | Hari Hara Kala Bhavan,<br>S.P.Road, Near Patny Circle,<br>Secunderabad | 11:00 a.m. | 3                          | 127                | 3     |
| 30.09.2016 | Hari Hara Kala Bhavan,<br>S.P.Road, Near Patny Circle,<br>Secunderabad | 10.30 a.m  | 3                          | 56                 | 3     |

## Disclosures

The Company has complied with the appropriate accounting policies and has ensured that they have been applied consistently and comply with material aspects with the accounting standards notified under section 133 of the Companies Act, 2013.

There are no materially significant related party transactions i.e. transactions, material in nature, with its promoters, the Directors or the Management, their subsidiaries or relatives etc., having potential conflict with the interests of the company at large.

## MEANS OF COMMUNICATION

The Company has a website viz., [www.shrishakti.com](http://www.shrishakti.com). The annual financial results are posted on the Company's website for the information of its shareholders. The audited financial results are generally published in the leading English Dailies and as well as in the vernacular (Telugu) Newspaper.

All material information about the Company is promptly sent through mail to the Indian Stock Exchanges where the Company's shares are listed and released to the Press for information of the public at large.

## VIGIL MECHANISM

To strengthen its policy of corporate transparency, the company has established an innovative and empowering mechanism for employees. Employees can report to the Management their concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy.

## GENERAL SHAREHOLDERS INFORMATION

(a) Annual General Meeting

The 26th Annual General Meeting of the Company will be held on 28th September, 2019 at 11.30 a.m. at Hari Hara Kala Bhavan, S.P. Road, Secunderabad - 500 003, Telangana, India.

(b) Financial results were approved as follows :

Un-audited

- First Quarter - 13th August, 2018
- Second Quarter - 10th November, 2018
- Third Quarter - 14th February, 2019

Audited

- Fourth Quarter - 25th May, 2019

(c) Book closure on 28th September, 2019

(d) The shares of the Company after capital reduction are listed on :

- a) BSE Ltd. and National Stock Exchange of India Ltd.,
- b) Depository for Equity Shares : NSDL and CDSL.
- ISIN for the Company's Equity Shares : INE 293 B 01029
- STOCK CODE : BSE : 531322
- NSE : HAVISHA

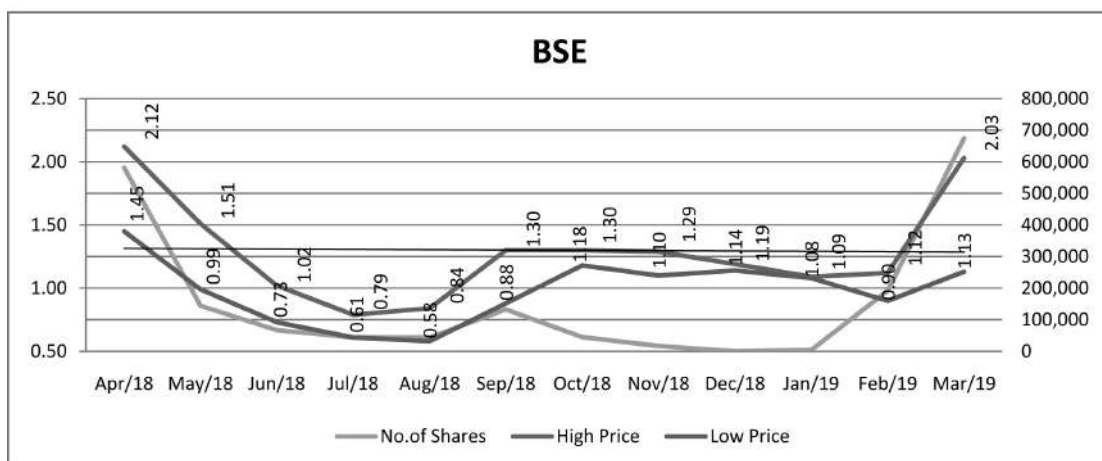
(Formerly known as SHRI MATRE POWER &amp; INFRASTRUCTURE LIMITED &amp; SHRI SHAKTI LPG LIMITED)

**MARKET PRICE DATA : From 01.04.2018 to 31.03.2019**

Market Information

**BSE**

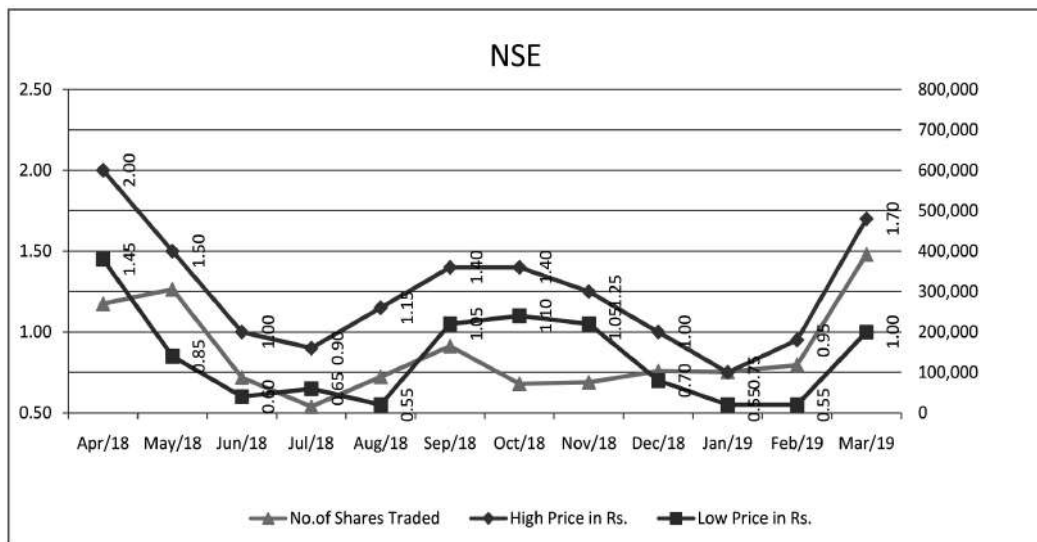
| Month        | High Price in Rs. | Low Price in Rs. | No.of Shares Traded |
|--------------|-------------------|------------------|---------------------|
| Apr-18       | 2.12              | 1.45             | 581680              |
| May-18       | 1.51              | 0.99             | 144148              |
| Jun-18       | 1.02              | 0.73             | 67280               |
| Jul-18       | 0.79              | 0.61             | 43780               |
| Aug-18       | 0.84              | 0.58             | 43934               |
| Sep-18       | 1.30              | 0.88             | 132667              |
| Oct-18       | 1.30              | 1.18             | 45190               |
| Nov-18       | 1.29              | 1.10             | 16848               |
| Dec-18       | 1.19              | 1.14             | 201                 |
| Jan-19       | 1.09              | 1.08             | 4460                |
| Feb-19       | 1.12              | 0.90             | 191581              |
| Mar-19       | 2.03              | 1.13             | 674355              |
| <b>Total</b> |                   |                  | <b>1946124</b>      |



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## NSE

| Month        | High Price in Rs. | Low Price in Rs. | No.of Shares Traded |
|--------------|-------------------|------------------|---------------------|
| Apr-18       | 2.00              | 1.45             | 269984              |
| May-18       | 1.50              | 0.85             | 305594              |
| Jun-18       | 1.00              | 0.60             | 87273               |
| Jul-18       | 0.90              | 0.65             | 15486               |
| Aug-18       | 1.15              | 0.55             | 89037               |
| Sep-18       | 1.40              | 1.05             | 164796              |
| Oct-18       | 1.40              | 1.10             | 71759               |
| Nov-18       | 1.25              | 1.05             | 75538               |
| Dec-18       | 1.00              | 0.70             | 103345              |
| Jan-19       | 0.75              | 0.55             | 101095              |
| Feb-19       | 0.95              | 0.55             | 118314              |
| Mar-19       | 1.70              | 1.00             | 391765              |
| <b>Total</b> |                   |                  | <b>1793986</b>      |

**REGISTRAR AND SHARE TRANSFER AGENT :**

M/s. XL Softech Systems Ltd., whose address is given below has been appointed as Registrar & Share Transfer Agents for looking after the work related to Share registry for both physical and electronic modes.

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XL SOFTECH SYSTEMS LTD.,

3, Sagar Society, Banjara Hills, Hyderabad - 500 034 Telangana, India.

**SHARE TRANSFER SYSTEM**

The Board has appointed the RTA XL Softech Systems Ltd. as Registrar and Share Transfer Agents for physical transfer of securities as well as dematerialization / re-materialization of securities.

**DISTRIBUTION OF SHAREHOLDING**

| Shareholdings of nominal Value of (Rs.) | Shareholders |        | Share Amount |        |
|---|--------------|--------|--------------|--------|
|   | No.          | %      | In Rs.       | %      |
| Upto 5000                               | 1267         | 11.12  | 579562       | 0.19   |
| 5001 10000                              | 1231         | 10.81  | 1734470      | 0.56   |
| 10001 20000                             | 4099         | 35.99  | 12404734     | 4.04   |
| 20001 30000                             | 2403         | 21.10  | 13272506     | 4.32   |
| 30001 40000                             | 252          | 2.21   | 1784940      | 0.58   |
| 40001 50000                             | 291          | 2.56   | 2605272      | 0.85   |
| 50001 100000                            | 900          | 7.90   | 12124372     | 3.95   |
| 100001 & Above                          | 945          | 8.31   | 262565744    | 85.51  |
| Total                                   | 11388        | 100.00 | 307071600    | 100.00 |

**o) OUTSTANDING GDRs/ADRs etc.**

The Company has not issued any GDRs / ADRs and there are no outstanding warrants or any convertible instruments.

**p) REGISTERED OFFICE/ADDRESS FOR CORRESPONDENCE**

SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED

Venus Plaza, Begumpet, Hyderabad-500 016

Phone : 040-27902929 ; Fax : 040-27908989

Email : info@shrishakti.com ; Website: <http://www.shrishakti.com//>

It is hereby confirmed that the Board and senior management personnel have affirmed compliance with the code of conduct for the financial year 2018-19.

By Order of the Board of Directors  
for SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED

Place : Hyderabad

Date : 09.08.2019

Sd/-  
D. V. Manohar  
Chairman & Managing Director

## Annexure - 3

## FORM NO.MGT 9

## EXTRACT OF ANNUAL RETURN

as at Financial Year ended 31st March, 2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management & Administration) Rules, 2014

**I. REGISTRATION & OTHER DETAILS**

|   |   |   |
|---|---|---|
| 1 | CIN   | L40102TG1993PLC015988   |
| 2 | Registration Date   | 13/07/1993  |
| 3 | Name of the Company   | Sri Havisha Hospitality and Infrastructure Limited (Formerly Shri Matre Power and Infrastructure Limited & Shri Shakti LPG Limited)   |
| 4 | Category/Sub-category of the Company                                      | Public Limited  |
| 5 | Address of the Registered Office & Contact details                        | Venus Plaza, Adjacent to Old Airport, Begumpet, Hyderabad-500 016 (Telangana) India.  |
| 6 | Whether listed Company  | YES   |
| 7 | Name, Address & contact details of the Registrar & Transfer Agent, if any | M/s XL Softtech Systems Ltd.,<br>3, Sagar Society, Banzara Hills,<br>Hyderabad-500 034, Telangana State;<br>Tel : 91-040-23545913/14/15,<br>Fax : 91-040-23553214;<br>email : xlfield@gmail.com<br>website:www.xlsofttech.org |

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

(All the business activities contributing 10% or more of the total turnover of the company)

| S.No. | Name of and Description of main products/services | NIC Code of the Product/service | % of total turnover of the Company |
|-------|---|---------------------------------|------------------------------------|
| 1     | Hospitaliy and Infrastructure                     | 55101 & 61104                   | NIL                                |

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

(All the business activities contributing 10% or more of the total turnover of the company)

| S.No. | Name of and Description of main products/services | NIC Code of the Product/service | % of total turnover of the Company |
|-------|---|---------------------------------|------------------------------------|
|       |   | NIL                             |                                    |

(Formerly known as SHRI MATRE POWER &amp; INFRASTRUCTURE LIMITED &amp; SHRI SHAKTI LPG LIMITED)

## IV. SHAREHOLDING PATTERN

(Equity Share Capital Break up as percentage of Total Equity) Category-wise Shareholding

| Category of Shareholders   | No. of shares held at the beginning of the year (as on 1st April 2018) |                 |                  |                   | No. of shares held at the end of the year (as on 31st March 2019) |                 |                  |                   | % Change during the year |
|--|--|-----------------|------------------|-------------------|---|-----------------|------------------|-------------------|--------------------------|
|  | Demat  | Physical        | Total            | % of Total shares | Demat   | Physical        | Total            | % of Total shares |                          |
| <b>A. Promoters</b>  |  |                 |                  |                   |   |                 |                  |                   |                          |
| <b>(1) Indian</b>  |  |                 |                  |                   |   |                 |                  |                   |                          |
| a) Individual/HUF  | 6627090  | 15745590        | 22372680         | 14.57             | 20563980  | 1808700         | 22372680         | 14.57             | -                        |
| b) Central Govt  |  |                 |                  |                   |   | 0               |                  |                   |                          |
| c) State Govt  |  |                 |                  |                   |   | 0               |                  |                   |                          |
| d) Bodies Corp+-   | 2947005  | 24025500        | 26972505         | 17.57             | 2947005   | 24025500        | 26972505         | 17.57             | -                        |
| e) Banks/FI  |  |                 |                  |                   |   | 0               |                  |                   |                          |
| f) Any Other -NRI  | 3626550  | -               | 3626550          | 2.36              | 3626550   | 0               | 3626550          | 2.36              | -                        |
| <b>Total shareholding of Promoter (A)</b>                                  | <b>13200645</b>  | <b>39771090</b> | <b>52971735</b>  | <b>34.50</b>      | <b>27137535</b>   | <b>25834200</b> | <b>52971735</b>  | <b>34.50</b>      | <b>-</b>                 |
| <b>B. Public Shareholding</b>  |  |                 |                  |                   |   |                 |                  |                   |                          |
| <b>(1) Institutions</b>  |  |                 |                  |                   |   |                 |                  |                   |                          |
| a) Mutual Funds  |  |                 |                  |                   |   |                 |                  |                   |                          |
| b) Banks/FI  | 600000   | 0               | 600000           | 0.39              | 600000  | 0               | 600000           | 0.39              | -                        |
| c) Central Govt  |  |                 |                  |                   |   |                 |                  |                   |                          |
| d) State Govt  |  |                 |                  |                   |   |                 |                  |                   |                          |
| e) VCF   |  |                 |                  |                   |   |                 |                  |                   |                          |
| f) Insurance Cos.  |  |                 |                  |                   |   |                 |                  |                   |                          |
| g) FIs   |  |                 |                  |                   |   |                 |                  |                   |                          |
| h) FVCF  |  |                 |                  |                   |   |                 |                  |                   |                          |
| i) Others  |  |                 |                  |                   |   |                 |                  |                   |                          |
| <b>Sub Total (B) (1)</b>   | <b>600000</b>  | <b>0</b>        | <b>600000</b>    | <b>0.39</b>       | <b>600000</b>   | <b>0</b>        | <b>600000</b>    | <b>0.39</b>       | <b>-</b>                 |
| <b>(2) Non-Institutions</b>  |  |                 |                  |                   |   |                 |                  |                   |                          |
| a) Bodies Corpo.   |  |                 |                  |                   |   |                 |                  |                   |                          |
| i) Indian  | 22545636   | 112500          | 22658136         | 14.76             | 23018731  | 112500          | 23131231         | 15.07             | (0.31)                   |
| ii) Overseas   |  |                 |                  |                   |   |                 |                  |                   |                          |
| b) Individuals   |  |                 |                  |                   |   |                 |                  |                   |                          |
| i) Individual nominal share capital upto Rs.2 lakh                         | 23708895   | 7610556         | 31319451         | 20.40             | 30483778  | 8272755         | 38756533         | 25.24             | 4.84                     |
| ii) Individual shareholders holding nominal share capital excess Rs.2 lakh | 15309186   | 6805599         | 22114785         | 14.40             | 9082367   | 5771700         | 14854067         | 9.67              | (4.73)                   |
| c) Othes (specify) NRI   | 9370788  | 14500905        | 23871693         | 15.54             | 8890259   | 14331705        | 23222234         | 15.12             | (0.42)                   |
| Overseas Corporate Bodies  |  |                 |                  |                   |   |                 |                  |                   |                          |
| Foreign Nationals  |  |                 |                  |                   |   |                 |                  |                   |                          |
| Trusts   |  |                 |                  |                   |   |                 |                  |                   |                          |
| Foreign Bodies - DR  |  |                 |                  |                   |   |                 |                  |                   |                          |
| <b>Sub Total (B) (2)</b>   | <b>70934505</b>  | <b>29029560</b> | <b>99964065</b>  | <b>65.11</b>      | <b>71475405</b>   | <b>28488660</b> | <b>99964065</b>  | <b>65.11</b>      | <b>-</b>                 |
| <b>Total Public Shareholding (B)=(B)(1)+(B) (2)</b>                        | <b>71534505</b>  | <b>29029560</b> | <b>100564065</b> | <b>65.50</b>      | <b>72075405</b>   | <b>28488660</b> | <b>100564065</b> | <b>65.50</b>      | <b>-</b>                 |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                     |  |                 |                  |                   |   |                 |                  |                   |                          |
| <b>Grant Total (A+B+C)</b>   | <b>84735150</b>  | <b>68800650</b> | <b>153535800</b> | <b>100</b>        | <b>99212940</b>   | <b>54322860</b> | <b>153535800</b> | <b>100</b>        | <b>0.00</b>              |



(Formerly known as SHRI MATRE POWER &amp; INFRASTRUCTURE LIMITED &amp; SHRI SHAKTI LPG LIMITED)

**B.Shareholding of Promoter**

| S. No. | Shareholder's Name               | Shareholding at the beginning of the Year |                                  |  | Shareholding at the end of the Year |                                  |  | % of change during the year |
|--------|----------------------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|-----------------------------|
|        |                                  | No.of Shares                              | % of total shares of the company | % of shares Pledged/Encumbered of Total Shares | No.of Shares                        | % of total shares of the company | % of shares Pledged/Encumbered of Total Shares |                             |
| 1      | NRI Prosperity Limited           | 20725500                                  | 13.50                            | 0  | 20725500                            | 13.50                            | 0  | No Change                   |
| 2      | D.V.Manohar                      | 18677580                                  | 12.16                            | 0  | 18677580                            | 12.16                            | 0  | No Change                   |
| 3      | Shri Shakti Resorts &Hotels Ltd. | 3300000                                   | 2.15                             | 0  | 3300000                             | 2.15                             | 0  | No Change                   |
| 4      | Shri Shakti Cylinders Pvt Ltd    | 2947005                                   | 1.92                             | 0  | 2947005                             | 1.92                             | 0  | No Change                   |
| 5      | Bharat H Barai                   | 1407450                                   | 0.92                             | 0  | 1407450                             | 0.92                             | 0  | No Change                   |
| 6      | Dharmin Dontamsetti              | 1391700                                   | 0.90                             | 0  | 1391700                             | 0.90                             | 0  | No Change                   |
| 7      | D T Veni                         | 753300                                    | 0.49                             | 0  | 753300                              | 0.49                             | 0  | No Change                   |
| 8      | Vijaya Aroor Kinni               | 655830                                    | 0.43                             | 0  | 655830                              | 0.43                             | 0  | No Change                   |
| 9      | Jayant Haridas Barai             | 524910                                    | 0.34                             | 0  | 524910                              | 0.34                             | 0  | No Change                   |
| 10     | Jeeves Kundapur                  | 522360                                    | 0.34                             | 0  | 522360                              | 0.34                             | 0  | No Change                   |
| 11     | Ranjan Jayant Sanghvi            | 468000                                    | 0.31                             | 0  | 468000                              | 0.31                             | 0  | No Change                   |
| 12     | D V Satya Kumar                  | 401100                                    | 0.26                             | 0  | 401100                              | 0.26                             | 0  | No Change                   |
| 13     | Sujata Dontamsetti               | 336900                                    | 0.22                             | 0  | 336900                              | 0.22                             | 0  | No Change                   |
| 14     | D Appa Rao                       | 305400                                    | 0.20                             | 0  | 305400                              | 0.20                             | 0  | No Change                   |
| 15     | Deekshita Dontamsetti            | 157800                                    | 0.10                             | 0  | 157800                              | 0.10                             | 0  | No Change                   |
| 16     | D V Prabhu Kumar                 | 117600                                    | 0.08                             | 0  | 117600                              | 0.08                             | 0  | No Change                   |
| 17     | D Thriveni                       | 94200                                     | 0.06                             | 0  | 94200                               | 0.06                             | 0  | No Change                   |
| 18     | Kamala Kumar                     | 60300                                     | 0.04                             | 0  | 60300                               | 0.04                             | 0  | No Change                   |
| 19     | Vasantha Raja Sural              | 46800                                     | 0.03                             | 0  | 46800                               | 0.03                             | 0  | No Change                   |
| 20     | Abhiteja Dontamsetti             | 39900                                     | 0.03                             | 0  | 39900                               | 0.03                             | 0  | No Change                   |
| 21     | Trinadh Dontamsetti              | 36900                                     | 0.02                             | 0  | 36900                               | 0.02                             | 0  | No Change                   |
| 22     | Kishorchandra Tulsidas Maniar    | 1200                                      | 0.001                            | 0  | 1200                                | 0.001                            | 0  | No Change                   |
|        | <b>Total</b>                     | <b>52971735</b>                           | <b>34.50</b>                     | <b>0</b>                                       | <b>52971735</b>                     | <b>34.50</b>                     | <b>0</b>                                       | <b>-</b>                    |

**C.Changes in Promoters' Shareholding**

| S.No.     | Particulars | Date | Reason | Shareholding at the beginning of the year 01-04-2018 |                                  |  | Shareholding at the end of the year 31-03-2019 |                                  |  |
|-----------|-------------|------|--------|--|----------------------------------|--|--|----------------------------------|--|
|           |             |      |        | No.of shares   | % of Total shares of the company | % of Total Shares Pledged Encumbered of Total Shares | No.of shares                                   | % of Total shares of the company | % of Total Shares Pledged Encumbered of Total Shares |
| NO CHANGE |             |      |        |  |                                  |  |  |                                  |  |

(Formerly known as SHRI MATRE POWER &amp; INFRASTRUCTURE LIMITED &amp; SHRI SHAKTI LPG LIMITED)

## D. Shareholding Pattern of top ten shareholders : (Other than Directors, Promoters, and Holders of GDRs and ADRs)

| S.No. | Particulars                   | Shareholding at the beginning of the year<br>01-04-2018 |                                  | Shareholding at the end of the year<br>31-03-2019 |                                  | % of Change during the Year |
|-------|-------------------------------|---|----------------------------------|---|----------------------------------|-----------------------------|
|       |                               | No.of shares  | % of Total shares of the company | No.of shares                                      | % of Total shares of the company |                             |
| 1     | Pethinaidu Surulinarayanasami | 3508161   | 2.28                             | 3047190   | 1.98                             | 0.30 (Sale)                 |
| 2     | Reeta Setty                   | 1338660   | 0.87                             | 1338660   | 0.87                             | No Change                   |
| 3     | Ansuya Mahesh Sachade         | 990561  | 0.64                             | 990561  | 0.64                             | No Change                   |
| 4     | Yeshwant Chilakamarri         | 945360  | 0.62                             | 945360  | 0.62                             | No Change                   |
| 5     | United Bank of India          | 600000  | 0.39                             | 600000  | 0.39                             | No Change                   |
| 6     | Tulsi C Sawlani               | 505470  | 0.32                             | 505470  | 0.32                             | No Change                   |
| 7     | Syanasundera Babu Zampani     | 468750  | 0.30                             | 468570  | 0.30                             | No Change                   |
| 8     | Jyothi P Kerkar               | 468000  | 0.30                             | 468000  | 0.30                             | No Change                   |
| 9     | Jayanth Singhvi               | 468000  | 0.30                             | 468000  | 0.30                             | No Change                   |
| 10    | Anshul Gupta                  | 450000  | 0.29                             | 450000  | 0.29                             | No Change                   |

## E) Shareholding of Directors and Key Managerial Personnel

| S.No. | Particulars           | Shareholding at the beginning of the year<br>01-04-2018 |                                  | Shareholding at the end of the year<br>31-03-2019 |                                  | % of Change during the Year |
|-------|-----------------------|---|----------------------------------|---|----------------------------------|-----------------------------|
|       |                       | No.of shares  | % of Total shares of the company | No.of shares                                      | % of Total shares of the company |                             |
| 1     | D.V.Manohar           | 18677580  | 12.16                            | 18677580  | 12.16                            | No Change                   |
| 2     | B.K.Sinha             | Nil   | NA                               | Nil   | NA                               | NA                          |
| 3     | R.Prabhakar Rao       | Nil   | NA                               | Nil   | NA                               | NA                          |
| 4     | A.Bala Setty          | 168840  | 0.10                             | 168840  | 0.10                             | No Change                   |
| 5     | G.Govindaiah          | 1622367   | 1.06                             | 1622367   | 1.06                             | No Change                   |
| 6     | V.Subrahmanyam        | Nil   | NA                               | Nil   | NA                               | NA                          |
| 7     | A.P.Vitthal           | 1500  | 0.00                             | 1500  | 0.00                             | No Change                   |
| 8     | Deekshita Dontamsetti | 157800  | 0.10                             | 157800  | 0.10                             | No Change                   |
| 9     | Ch.Mallikarjuna       | Nil   | NA                               | Nil   | NA                               | NA                          |
| 10    | V.Padmanabham         | Nil   | NA                               | Nil   | NA                               | NA                          |

(Formerly known as SHRI MATRE POWER &amp; INFRASTRUCTURE LIMITED &amp; SHRI SHAKTI LPG LIMITED)

V Indebtedness : Indebtedness of the Company including interest outstanding/accrued but not due for payment : NIL

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

### A. Remuneration of Managing Director, Whole-Time Directors and/or Manager :

Rs. In Thousands

| S.No. | Particulars of Remuneration   | Name of the MD/WTD/Manager | Total Amount |
|-------|---|----------------------------|--------------|
|       |   | Sri D.V.Manohar, CMD       |              |
| 1     | Gross Salary<br>(a) Salary as per provisions contained in Sec.17 (1) of the I.T.Act, 1961 | 1152                       | 1152         |
|       | (b) Value of perquisites u/s (17(2) I.T.Act 1961  | 180                        | 180          |
|       | Total   | 1332                       | 1332         |

### B. Remuneration to Other Directors :

Rs. In Thousands

| S.No. | Particulars of Remuneration   | Name of the Directors |                 |                |             |             |                       | Total Amount |
|-------|---|-----------------------|-----------------|----------------|-------------|-------------|-----------------------|--------------|
|       |   | B.K.Sinha             | R.Prabhakar Rao | V.Subrahmanyam | A.P.Vitthal | A.Balasetty | Deekshita Dontamsetti |              |
| 1     | <b>Independent Directors</b><br>Fee for attending board committee meeting         | 36                    | 43              | 36             | 47          | -           |                       | 162          |
| 2     | <b>Other Non-Executive Directors</b><br>Fee for attending board committee meeting |                       |                 |                |             |             | -                     |              |

(Formerly known as SHRI MATRE POWER &amp; INFRASTRUCTURE LIMITED &amp; SHRI SHAKTI LPG LIMITED)

## C. Remuneration to Key Personnel

Rs. In Thousands

| S.No. | Particulars of Remuneration   | Name of the Key Managerial Personnel |     | TOTAL |
|-------|---|--------------------------------------|-----|-------|
|       |   | CS (3 Members)                       | CFO |       |
| 1     | Gross Salary  |                                      |     |       |
|       | (a) Salary as per provisions contained in Sec.17 (1) of the I.T.Act, 1961 | 770                                  | 600 | 1370  |
|       | (b) Value of perquisites u/s (17(2) I.T.Act 1961                          | 0                                    | 0   | 0     |
|       | Total   | 770                                  | 600 | 1370  |

## VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

|                              |     |
|------------------------------|-----|
| A. COMPANY                   | NIL |
| B. DIRECTORS                 | NIL |
| C. OTHER OFFICERS IN DEFAULT | NIL |

Annexure - 4

**Secretarial Audit Report**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014]

To,

SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED  
(Formerly SHRI MATRE POWER & INFRASTRUCTURE LIMITED & SHRI SHAKTI LPG LTD.)  
CIN: L40102TG1993PLC015988  
Hyderabad.

Dear Sirs,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Sri Havisha Hospitality and Infrastructure Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, (except financial statements and books of accounts and related documents) papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2019 according to the provisions of :
  - i. The Companies Act, 2013 (the Act) and the rules made thereunder;
  - ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there-under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) viz.,

(Formerly known as SHRI MATRE POWER & INFRASTRUCTURE LIMITED & SHRI SHAKTI LPG LIMITED)

- (a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 ;
  - (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ;
  - (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (d) The Securities and Exchange Board of India (Registrars to an Issue Companies Act and Share Transfer Agents) Regulations, 1993 regarding the companies Act, and dealing with client;
2. The provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company for the financial year under report.
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Take overs) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - c. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - d. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
3. We have also examined the compliances with the applicable clauses of the following :
  - i. Secretarial Standards issued by the Institute of company Secretaries of India.
  - ii. The Listing Agreements entered into by the Company with the Bombay Stock Exchange.
4. During the financial year under review the Company has complied with the provisions of the New Companies Act 2013, Old Companies Act 1956, to the extent applicable and the Rules, Regulations, Guidelines, etc., mentioned above subject to the following observations:

#### OBSERVATIONS:

As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of

- a) Foreign Direct Investment (FDI) were not attracted to the Company during the period under review.
- b) Overseas Direct Investment (ODI) by Residents in joint venture / Wholly Owned Subsidiary abroad were not attracted during the period under review.

(Formerly known as SHRI MATRE POWER & INFRASTRUCTURE LIMITED & SHRI SHAKTI LPG LIMITED)

- c) External Commercial Borrowings were not attracted to the company during the period under review.
  - d) As per the information and explanations provided by the Company and its officers, agents, and authorised representatives during the conduct of the secretarial audit, we report that the Company has not made any GDR/ADRs or any Commercial instrument during the period under review.
5. We further report that
- i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
  - ii. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
  - iii. Majority decision is carried through while the dissenting members' views if any, are captured and recorded as part of the minutes.
6. We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
7. We have relied on the information supplied and representation made by the Company and its officers for systems and mechanism followed by the Company for compliance under the applicable Acts, Laws and Regulations to the Company.

For **KRISHNA KUMAR & ASSOCIATES,**  
Company Secretaries,

Sd/-

**A. KRISHNA KUMAR**

FCS: 5356

CP : 4707

Place: Hyderabad

Date: 6<sup>th</sup> May, 2019

## Annexure - A

**Secretarial Compliance Report of Sri Havisha Hospitality and Infrastructure Limited  
(Formerly Shri Matre Power & Infrastructure Limited and Shri Shakti LPG Limited)  
for the year ended 31<sup>st</sup> March, 2019**

(Pursuant to SEBI - CIR/CFD/CMD1/27/2019, Dated 8th February, 2019)

I, Mr A. Krishna Kumar, Practicing Company Secretary, (FCS No.5356, C.P.No.4707) have examined:

- (a) all the documents and records made available to us and explanation provided by Sri Havisha Hospitality and Infrastructure Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity, (to be updated)
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

**For the year ended 31<sup>st</sup> March 2019 (“Review Period”) in respect of compliance with the provisions of :**

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

**The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include :-**

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)



(Formerly known as SHRI MATRE POWER &amp; INFRASTRUCTURE LIMITED &amp; SHRI SHAKTI LPG LIMITED)

- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the Company during the audit period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018; and circulars/ guidelines issued thereunder;
- and based on the above examination, I/We hereby report that, during the Review Period:
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sl.no | Compliance Requirement<br>(Regulations/ circulars / guidelines<br>including specific clause) | Deviations | Observations/ Remarks of the<br>Practicing Company Secretary |
|-------|--|------------|--|
| None  |  |            |  |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder :

| Sl. No. | Action taken by | Details of violation | Details of action taken<br>E.g. fines, warning letter,<br>debarment, etc. | Observations/ remarks of<br>the Practicing Company<br>Secretary, if any. |
|---------|-----------------|----------------------|---|--|
| None    |                 |                      |   |  |

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sl. No.         | Observations of the<br>Practicing Company<br>Secretary in the<br>previous reports | Observations made in<br>the secretarial compliance<br>report for the year ended...<br>( <i>The years are to be mentioned</i> ) | Actions taken<br>by the listed<br>entity, if any | Comments of the<br>Practicing<br>Company Secretary<br>on the actions<br>taken by the listed<br>entity |
|-----------------|---|--|--|---|
| Not Applicable* |   |  |  |   |

*Note: \* This being the first reporting since the notification of the requirements to submit the report, reporting on actions to comply with the observations made in the previous reports do not rise.*

Place: Hyderabad

Date: 06<sup>th</sup> May, 2019

Sd/-

A. Krishna Kumar

Practicing Company Secretary

FCS No. : 5356

C P No. : 4707

## Annexure - 5

**PRACTISING COMPANY SECRETARIES' CERTIFICATION ON DIRECTORS**

To  
The Members  
Sri Havisha Hospitality and Infrastructure Limited

This certificate is issued pursuant to clause 10(i) of the Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide circular dated May 9, 2018 of the Securities and Exchange Board of India.

We have examined the compliance of provisions of the aforesaid clause 10(i) of the Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to the best of our information and according to the explanations given to us by the Company, and the declarations made by the Directors, we certify that none of the directors of Sri Havisha Hospitality and Infrastructure Limited ('the Company') CIN L40102TG1993PLC015988 having its registered office at Venus Plaza, Begumpet, Hyderabad - 500016, Telangana, India have been debarred or disqualified as on March 31, 2019 from being appointed or continuing as directors of the Company by SEBI/Ministry of Corporate Affairs or any other statutory authority.

For KRISHNA KUMAR & ASSOCIATES  
COMPANY SECRETARIES

Sd/-

A.KRISHNA KUMAR

FCS: 5356

CP: 4707

Place : Hyderabad

Date : 06<sup>th</sup> May 2019

## Annexure - 6

**CEO & CFO CERTIFICATION**

We, D.V.Manohar, Chairman & Managing Director and V. Padmanabham, Chief Financial Officer, to the best of our knowledge and belief, do hereby certify that

1. We have reviewed financial statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief,
  - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept the responsibility for establishing and maintaining internal controls for the financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware that the steps they have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee.
  - i) Significant changes if any in internal control over financial reporting during the year,
  - ii) Significant changes in accounting policies if any during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-  
D.V.Manohar  
Chairman & Managing Director

Sd/-  
V.Padmanabham  
Chief Financial Officer

Place : Hyderabad  
Date : 09.08.2019

Annexure - 7

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND  
SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S  
CODE OF CONDUCT**

Pursuant to the schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, I hereby declare that all the Directors and designated employees in the senior management of the company have affirmed compliance with the respective codes for the Financial Year ended 31<sup>st</sup> March, 2019.

Sd/-

D.V.Manohar

Chairman & Managing Director

Place : Hyderabad

Date : 09.08.2019

## Annexure - 8

**PRACTISING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE**

(Requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members of  
Sri Havisha Hospitality and Infrastructure Limited  
Hyderabad.

We have examined the compliance of conditions of corporate governance by Sri Havisha Hospitality and Infrastructure Limited for the year ended 31.03.2019 as per the relevant provisions of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from 1st April 2018 to 31st March 2019.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof on test basis, adopted by the Company for examining the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that generally no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For KRISHNA KUMAR & ASSOCIATES

COMPANY SECRETARIES

Sd/-

A.KRISHNA KUMAR

FCS: 5356

CP: 4707

Place: Hyderabad

Date : 06-05-2019

**P.SURYANARAYANA & CO.**

Chartered Accountants

6-3-1092/93, N.I.A.R.Campus,

Rajbhavan Road, Somajiguda

Hyderabad - 500 082.

Tele: 040-23300659, 9246528412

Email: psn\_ca@yahoo.com

Branch: Vijayawada

## INDEPENDENT AUDITOR'S REPORT

To

The Members,

Sri Havisha Hospitality & Infrastructure Limited,

Hyderabad.

### **Report on the Standalone Ind AS Financial Statements**

#### **Opinion**

We have audited the accompanying standalone Ind AS financial statements of Sri Havisha Hospitality & Infrastructure Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss, the Statement of changes in Equity and the Statement of Cash Flows for the year then ended on that date, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

#### *Key Audit Matters :*

*The operations of the company are mainly Bottling of LPG which have been temporarily stopped due to prevailing industry situation and there is no revenue from operations during the current year as well as previous year but the accounts of the Company for the year are drawn up on going concern basis*

#### *Auditor's Response :*

##### *Principal Audit Procedures*

- *Obtained the details of various new scheme of activities and plans for the future from the company and reviewed the same.*
- *Reviewed the financial transactions occurred during the year to ascertain that the going concern concept has not been affected.*

### Information other than the Standalone Financial Statements and Auditor's Report Thereon ("Other information")

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's management and Board of Directors are responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial



statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

#### **Auditors' Responsibility for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit

procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in term of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c. The Standalone Balance Sheet, the Standalone Statement of Profit and Loss, the Standalone Statement of changes in Equity and the Standalone Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of written representations received from the directors as on 31 March, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
3. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion, and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in the Notes to standalone Ind AS financial statements;
  - ii. There are no foreseeable losses on long-term contracts including derivative contracts;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
4. With respect to the matter to be included in the Auditor's Report under section 197 (16) :

In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of section 197 of the Act.

for P.SURYANARAYANA & CO.,  
Chartered Accountants,  
(Firm Registration No.009288S)

(P.SURYANARAYANA)

## Annexure A to the Independent Auditors' Report

Report on Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in term of sub-section (11) of section 143 of the Companies Act, 2013

(Referred to in our Independent Auditor's Report to the members of Sri Havisha Hospitality and Infrastructure Limited ("the Company") on the Standalone Ind AS financial statements of the Company for the year ended 31 March 2019)

- (i) In respect of its fixed assets:
  - a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets, on the basis of available information.
  - b. As explained to us, the fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such physical verification.
  - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) In respect of Inventories:
  - a. The Inventory has been physically verified by the management of the Company at reasonable intervals.
  - b. According to the information and explanation given to us, there were no material discrepancies noticed on physical verification of inventory as compared to the book records.
- (iii) In respect of Loans:
  - (a) The Company has granted unsecured loans to a company covered in the register maintained under section 189 of the Companies Act, 2013.
  - (b) According to information given to us, no terms and conditions were prescribed for loans / advances which have been granted to parties listed in the register maintained under Section 189 of the Companies Act, 2013.
  - (c) Since no terms and conditions were prescribed for payment of principle and interest thereon, we cannot comment on the clauses 3 (iii) (a) to (c) of the Order.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantees and securities, as applicable.
- (v) In our opinion and according to the information and explanation given to us, the company has not accepted any deposits from the public.

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- (vi) We have been informed that, though maintenance of Cost Records has been prescribed by the Central Government for the company's product, the maintenance of such records are not applicable to the Company as the aggregate value of the turnover does not exceed the threshold limit prescribed.
- (vii) In respect of statutory dues:
- (a) According to the information and explanations given to us and on the basis of examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts are payable in respect of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax or cess and other material statutory dues which were in arrears as at March 31, 2019, for a period of more than six months from the date they became payable
- (c) According to the information given to us and records of the Company examined by us, the particulars of Customs Duty which has not been deposited as at 31st March 2019 on account of any disputes pending, are as under:

| Name of the Statute<br>(Nature of the Dues) | Period to which<br>the amount relates | Forum where<br>matter is pending | Amount          |
|---|---------------------------------------|----------------------------------|-----------------|
| Excise Department:                          |                                       |                                  |                 |
| Customs Duty                                | 2010-2011                             | CEGAT                            | Rs. 352.77 lacs |

- (viii) According to the information and explanations given to us and on the basis of examination of the records, the company does not have any loans or borrowings from a financial institution, Bank, or Government and has not issued any Debentures and hence the provisions of Clause 3(viii) of the Order with regard to defaults in the repayment of loans are not applicable.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3(ix) of the Order is not applicable.
- (x) In our opinion and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in

accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and the details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence reporting under clause 3(xiv) of the Order is not applicable.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

for P.SURYANARAYANA & CO.,  
Chartered Accountants,  
(Firm Registration No.009288S)

Sd/-  
(P.SURYANARAYANA)  
Partner  
Membership No.201195

Hyderabad

Date : 25.05.2019

## **Annexure - B to the Auditors' Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

(Referred to in paragraph 2(f) under "Report on Other Legal and Regulatory Requirements" section of our Independent Auditor's Report to the members of Sri Havisha Hospitality and Infrastructure Limited for the year ended 31 March 2019)

We have audited the internal financial controls over financial reporting of Sri Havisha Hospitality & Infrastructure Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

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We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The company needs to document its procedures and controls vis a vis Internal controls Over Financial Reporting.

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for P.SURYANARAYANA & CO.,  
Chartered Accountants,  
(Firm Registration No.009288S)

Sd/-  
(P.SURYANARAYANA)  
Partner  
Membership No.201195

Hyderabad  
Date : 25.05.2019



(Formerly known as SHRI MATRE POWER &amp; INFRASTRUCTURE LIMITED &amp; SHRI SHAKTI LPG LIMITED)

## STANDALONE BALANCE SHEET AS AT MARCH 31, 2019

| (RUPEES IN '000s)                                  |          |  |  |
|--|----------|--|--|
| Particulars  | Note No. | Figures as at the end of<br>March 31, 2019 | Figures as at the end of<br>March 31, 2018 |
| 1  | 2        | 3  | 4  |
| <b>(1) ASSETS</b>                                  |          |  |  |
| <b>Non-current assets</b>                          |          |  |  |
| (a) Property, Plant and Equipment                  | 3        | 49,398                                     | 56,060                                     |
| (b) Other non-current assets                       | 4        | 151,023                                    | 154,529                                    |
| <b>(2) Current assets</b>                          |          |  |  |
| (a) Inventories                                    | 5        | 56,455                                     | 56,455                                     |
| <b>(b) Financial Assets</b>                        |          |  |  |
| (i) Trade receivables                              | 6        | 0  | 0  |
| (ii) Cash and cash equivalents                     | 7        | 346  | 87   |
| (iii) Loans  | 8        | 1  | 5  |
| (iv) Other Current Assets                          | 9        | 985  | 908  |
| <b>Total Assets</b>                                |          | <b>258,208</b>                             | <b>268,044</b>                             |
| <b>EQUITY AND LIABILITIES</b>                      |          |  |  |
| <b>1. Equity</b>                                   |          |  |  |
| (a) Equity Share capital                           | 10       | 307,072                                    | 307,072                                    |
| (b) Other Equity                                   | 11       | -139926                                    | -126,838                                   |
| <b>2. Liabilities</b>                              |          |  |  |
| <b>Non-current liabilities</b>                     |          |  |  |
| <b>(a) Financial Liabilities</b>                   |          |  |  |
| (i) Other financial liabilities                    | 12       | 87,400                                     | 64,500                                     |
| <b>3. Current liabilities</b>                      |          |  |  |
| <b>(a) Financial Liabilities</b>                   |          |  |  |
| (i) Trade payables                                 | 13       | 135  | 2,451                                      |
| (b) Other current liabilities                      | 14       | 3,527                                      | 20,860                                     |
| <b>Total Equity and Liabilities</b>                |          | <b>258,208</b>                             | <b>268,044</b>                             |
| See accompanying notes to the financial Statements |          |  |  |

As per our report of even date

for P.SURYANARAYANA &amp; CO,

Chartered Accountants

Firm Regn. No. 009288S

Sd/-

(P. SURYANARAYANA)

Partner

Membership No.201195

Place : Hyderabad

Date : 25.05.2019

For and on behalf of the Board of Directors

Sd/-

D. V. MANOHAR

Chairman &amp; Managing Director

Sd/-

CH.MALLIKARJUNA

Company Secretary

Mem.No.A47545

Sd/-

A.P.VITTHAL

Director

Sd/-

V.PADMANABHAM

Chief Financial Officer

| STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED MARCH 31, 2019 |   |  |                      |                            |                                 |   |   |                                       |                     |   |  |                                       |             |
|--|---|--|----------------------|----------------------------|---------------------------------|---|---|---------------------------------------|---------------------|---|--|---------------------------------------|-------------|
| A. Equity Share Capital  |   | As at March 31, 2019                               |                      |                            |                                 |   | As at March 31, 2018                                  |                                       |                     |   |  |                                       |             |
| Balance at the beginning of the reporting period                   |   | 307072   |                      |                            |                                 |   | 307072  |                                       |                     |   |  |                                       |             |
| Changes in equity share capital during the year                    |   | -  |                      |                            |                                 |   | -   |                                       |                     |   |  |                                       |             |
| Balance at the end of the reporting period                         |   | 307072   |                      |                            |                                 |   | 307072  |                                       |                     |   |  |                                       |             |
| B. Other Equity  | Share Application Money pending allotment | Equity component of compound financial instruments | Reserves and Surplus |                            |                                 | Debt Instruments through Other Comprehensive Income | Equity Instruments through Other Comprehensive Income | Effective portion of Cash Flow Hedges | Revaluation Surplus | Exchange differences on translating the financial statements of a foreign operation | Other items of Other Comprehensive Income (specify nature) | Money received against share warrants | Total       |
|  |   |  | Capital Reserve      | Securities Premium Reserve | Other Reserves (specify nature) |   |   |                                       |                     |   |  |                                       |             |
| Balance as at the beginning of the reporting period                | -   | -  | 10,232               | -                          | 22,481                          | (1,92,720)  | -   | -                                     | 33,168              | -   | -  | -                                     | (1,26,839)  |
| Changes in accounting policy or prior period errors                | -   | -  | -                    | -                          | -                               | -   | -   | -                                     | -                   | -   | -  | -                                     | -           |
| Restated balance at the beginning of the reporting period          | -   | -  | -                    | -                          | -                               | -   | -   | -                                     | -                   | -   | -  | -                                     | -           |
| Total Comprehensive Income for the year                            | -   | -  | -                    | -                          | -                               | -   | -   | -                                     | -                   | -   | -  | -                                     | -           |
| Dividends  | -   | -  | -                    | -                          | -                               | -   | -   | -                                     | -                   | -   | -  | -                                     | -           |
| Transfer to retained earnings                                      | -   | -  | -                    | -                          | (13,087)                        | -   | -   | -                                     | -                   | -   | -  | -                                     | (13,087)    |
| Any other change (to be specified)                                 | -   | -  | -                    | -                          | -                               | -   | -   | -                                     | -                   | -   | -  | -                                     | -           |
| Balance as at the end of the reporting period                      | -   | -  | 10,232               | -                          | 22,481                          | (2,05,807)  | -   | -                                     | 33,168              | -   | -  | -                                     | (11,39,926) |

Notes forming part of the financial statements  
for PSURIYANARAYANA & CO,  
Chartered Accountants, Firm Regn. No. 0092885

Sd/-  
( CA P. SURYANARAYANA )  
Partner, Membership No.201195  
Place : Hyderabad  
Date : 25.05.2019

Sd/-  
D. V. MANOHAR  
Chairman & Managing Director  
Din : 00223342

Sd/-  
A.P.VITTHAL  
Director  
Din : 00061080

Sd/-  
CH.Mallikarjuna  
Company Secretary  
Mem.No.A47545

Sd/-  
V.Padmanabham  
Chief Financial Officer

**PART II – STATEMENT OF PROFIT AND LOSS**  
**SRI HAVISHA HOSPITALITY & INFRASTRUCTURE LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019**

(Rupees in '000s)

|      | Particulars   | Note No. | Figures at the end of<br>March 31, 2019 | Figures at the end of<br>March 31, 2018 |
|------|---|----------|---|---|
| I    | <b>Revenue From Operations</b>                        |          | 0                                       | 0                                       |
| II   | Other Income  | 15       | 0                                       | 800                                     |
| III  | Total Income (I+II)                                   |          | <b>0</b>                                | <b>800</b>                              |
| IV   | <b>EXPENSES</b>                                       |          |   |   |
|      | Employee benefits expenses                            | 16       | 3,232                                   | 2,952                                   |
|      | Depreciation and amortization expenses                | 3        | 6,662                                   | 6,662                                   |
|      | Other expenses  | 17       | 3,193                                   | 4,429                                   |
|      | <b>Total expenses (IV)</b>                            |          | <b>13,087</b>                           | <b>14,043</b>                           |
| V    | Profit/(loss) before exceptional items and tax (I-IV) |          | (13,087)                                | (13,243)                                |
| VIII | Tax expense:  |          | 0                                       | 0                                       |
| XIII | Profit/(loss) for the year                            |          | (13,087)                                | (13,243)                                |
| XIV  | Other Comprehensive Income                            |          | 0                                       | 0                                       |
| XV   | Profit/(loss) for the year                            |          | (13,087)                                | (13,243)                                |
| XVI  | Earnings per equity share                             |          |   |   |
|      | (1) Basic   |          | (0.09)                                  | (0.09)                                  |
|      | (2) Diluted   |          |   |   |

As per our report of even date  
for P.SURYANARAYANA & CO,  
Chartered Accountants  
Firm Regn. No. 009288S

Sd/-  
(P. SURYANARAYANA)  
Partner  
Membership No.201195

Place : Hyderabad  
Date : 25.05.2019

For and on behalf of the Board of Directors

Sd/-  
D. V. MANOHAR  
Chairman & Managing Director  
Din : 00223342

Sd/-  
A.PVITTHAL  
Director  
Din : 00061080

Sd/-  
CH.MALLIKARJUNA  
Company Secretary  
Mem.No.A47545

Sd/-  
V.PADMANABHAM  
Chief Financial Officer

## Note No. 3:

## PROPERTY, PLANT AND EQUIPMENT

(Rs.in 000s)

| Description   | Freehold Land/<br>Development | Freehold<br>Buildings | Furniture,<br>Fittings &<br>Equipment | Plant and<br>machinery | Total   |
|---|-------------------------------|-----------------------|---------------------------------------|------------------------|---------|
| Gross Carrying amount as ar 1st April 2018                    |                               |                       |                                       |                        |         |
| Cost as at 1 <sup>st</sup> April 2018                         | 47,101                        | -                     | 3,902                                 | 139,346                | 190,349 |
| Additions   | -                             | -                     | -                                     | -                      | -       |
| Disposals   | -                             | -                     | -                                     | -                      | -       |
| Cost as at 31 <sup>st</sup> March 2019                        | 47,101                        | -                     | 3,902                                 | 139,346                | 190,349 |
| Accumulated Depreciation as at 1 <sup>st</sup> April 2018     | -                             | -                     | 3,851                                 | 130,438                | 134,289 |
| Depreciation for the year ended March 31 <sup>st</sup> , 2019 |                               | -                     | 44                                    | 6,618                  | 6,662   |
| Disposals   |                               | -                     | -                                     | -                      | -       |
| Accumulated Depreciation March 31 <sup>st</sup> , 2019        | -                             | -                     | 3,895                                 | 137,056                | 140,951 |
| Net Carrying amount as at March 31 <sup>st</sup> , 2019       | 47,101                        | -                     | 7                                     | 2,290                  | 49,398  |
| Net Carrying amount as at 31 <sup>st</sup> March 2018         | 47,101                        | -                     | 51                                    | 8,908                  | 56,060  |

(Formerly known as SHRI MATRE POWER &amp; INFRASTRUCTURE LIMITED &amp; SHRI SHAKTI LPG LIMITED)

## NOTE NO.

## 4 OTHER NON-CURRENT ASSETS

(Rupees in '000s)

|  | As at March<br>31, 2019 | As at March<br>31, 2018 |
|--|-------------------------|-------------------------|
| Advances to related parties (Refer Note 2.8) | 78,105                  | 79,222                  |
| Deposits with Government Bodies              | 565                     | 565                     |
| Other Advances                               | 5,753                   | 8,142                   |
| Others                                       | 66,600                  | 66,600                  |
| <b>Total:</b>                                | <b>151,023</b>          | <b>154,529</b>          |
| Secured, Considered good                     | 0                       | 0                       |
| Unsecured, Considered good                   | 151,023                 | 154,529                 |
| Doubtful                                     | 0                       | 0                       |

## 5 INVENTORIES

|  | As at March<br>31, 2019 | As at March<br>31, 2018 |
|--|-------------------------|-------------------------|
| Stock of Cylinders, Regulators, Steel and ACK<br>Stores and Spares | 56,294                  | 56,294                  |
| Finished goods   | 161                     | 161                     |
| <b>Total:</b>  | <b>56,455</b>           | <b>56,455</b>           |
| Inventories are valued at Cost or NRV<br>whichever is lower        |                         |                         |

## 6 TRADE RECEIVABLES

|   | As at March<br>31, 2019 | As at March<br>31, 2018 |
|---|-------------------------|-------------------------|
| Outstanding for a period exceeding six months | -                       | -                       |
| Others  | 0                       | 0                       |
| <b>Total:</b>                                 | <b>-</b>                | <b>-</b>                |
| Secured, Considered good                      | 0                       | 0                       |
| Unsecured, Considered good                    | 0                       | 0                       |
| Doubtful                                      | 0                       | 0                       |

## NOTE NO.

## 7 CASH &amp; CASH EQUIVALENTS

(Rupees in '000s)

|                                     | As at March<br>31, 2019 | As at March<br>31, 2018 |
|-------------------------------------|-------------------------|-------------------------|
| <b>Cash &amp; Cash Equivalents:</b> |                         |                         |
| Balances with Banks:                |                         |                         |
| - In Current Accounts               | 338                     | 87                      |
| Cash on hand                        | 8                       | 0                       |
| <b>Total:</b>                       | <b>346</b>              | <b>87</b>               |

## 8 FINANCIAL ASSETS - LOANS

|                                 | As at March<br>31, 2019 | As at March<br>31, 2018 |
|---------------------------------|-------------------------|-------------------------|
| Staff Advavces & Employee Loans | 1                       | 5                       |
| <b>Total:</b>                   | <b>1</b>                | <b>5</b>                |
| Secured, Considered good        | 0                       | 0                       |
| Unsecured, Considered good      | 1                       | 5                       |
| Doubtful                        | 0                       | 0                       |

## 9 OTHER CURRENT ASSETS

|                             | As at March<br>31, 2019 | As at March<br>31, 2018 |
|-----------------------------|-------------------------|-------------------------|
| Income Tax & TDS Refundable | 908                     | 908                     |
| GST Input                   | 77                      | 0                       |
| <b>Total:</b>               | <b>985</b>              | <b>908</b>              |
| Secured, Considered good    | 0                       | 0                       |
| Unsecured, Considered good  | 0                       | 0                       |
| Doubtful                    | 0                       | 0                       |

(Formerly known as SHRI MATRE POWER &amp; INFRASTRUCTURE LIMITED &amp; SHRI SHAKTI LPG LIMITED)

## NOTE NO.

## 10 EQUITY SHARE CAPITAL

|  | As at March<br>31, 2019 | As at March<br>31, 2018 |
|--|-------------------------|-------------------------|
| Authorised:<br>30,00,00,000 Equity Shares of Rs.2/- each | 600,000                 | 600,000                 |
| <b>Total:</b>  | <b>600,000</b>          | <b>600,000</b>          |
| <b>Issued &amp; Subscribed Capital</b>                   |                         |                         |
| 16,03,57,200 Equity Shares of Rs.2/- each                | 320,714                 | 320,714                 |
| <b>Total:</b>  | <b>320,714</b>          | <b>320,714</b>          |
| <b>Paid up Capital:</b>                                  |                         |                         |
| 15,35,35,800 Equity Shares of<br>Rs.2/- each, fully paid | 307,072                 | 307,072                 |
| <b>Total:</b>  | <b>307,072</b>          | <b>307,072</b>          |

## Additional Notes:

- 1) No new shares were issued during the year.
- 2) The details of shares in the Company held by each shareholder holding more than 5% of total shares.

| Name of the Shareholder   | % of Shareholding | No.of Shares |
|---|-------------------|--------------|
| As at 31st March 2019   |                   |              |
| 1. NRI Prosperity Limited   | 13.499            | 20,725,500   |
| 2. D.V.Manohar (excluding 4,005,705 equity shares (2.61%) which are under process of transfer/transformation) | 12.160            | 18,677,580   |
| As at 31st March 2018   |                   |              |
| 1. NRI Prosperity Limited   | 13.499            | 20,725,500   |
| 2. D.V.Manohar (excluding 4,005,705 equity shares (2.61%) which are under process of transfer/transformation) | 12.160            | 18,677,580   |

## NOTE NO.

## 11 OTHER EQUITY

(Rupees in '000s)

|                                 | As at March<br>31, 2019 | As at March<br>31, 2018 |
|---------------------------------|-------------------------|-------------------------|
| <b>a) Capital Reserve:</b>      |                         |                         |
| Per last Balance Sheet          | 10,232                  | 10,232                  |
| <b>b) Revaluation Reserve :</b> |                         |                         |
| Per last Balance Sheet          | 33,168                  | 33,168                  |
| <b>c) General Reserve:</b>      |                         |                         |
| Opening Balance                 | 22,481                  | 22,481                  |
| <b>d) Retained Earnings</b>     |                         |                         |
| Opening Balance                 | (192,720)               | (179,477)               |
| Profit / (Loss) for the year    | (13,087)                | (13,243)                |
| Closing Balance                 | 205,807                 | (192,720)               |
| <b>Total:</b>                   | <b>(139,926)</b>        | <b>(126,838)</b>        |

## 12 OTHER NON-CURRENT ASSETS

|                               | As at March<br>31, 2019 | As at March<br>31, 2018 |
|-------------------------------|-------------------------|-------------------------|
| Security Deposit from Dealers | -                       | -                       |
| Others                        | 87,400                  | 64,500                  |
| <b>Total:</b>                 | <b>87,400</b>           | <b>64,500</b>           |
| <b>Additional Noted</b>       |                         |                         |
| Secured                       | 0                       | 0                       |
| Unsecured                     | 87,400                  | 64,500                  |



## NOTE NO.

## 13 TRADE PAYABLES

(Rupees in '000s)

|   | As at March<br>31, 2019 | As at March<br>31, 2018 |
|---|-------------------------|-------------------------|
| Outstanding dues of Micro and Small Enterprises | 0                       | 0                       |
| Other than Micro and Small Enterprises          | 135                     | 2,451                   |
| <b>Total:</b>                                   | <b>135</b>              | <b>2451</b>             |

## 14 OTHER CURRENT LIABILITIES

|                   | As at March<br>31, 2019 | As at March<br>31, 2018 |
|-------------------|-------------------------|-------------------------|
| a) Other Payables | 3,527                   | 20,860                  |
| <b>Total:</b>     | <b>3,527</b>            | <b>20,860</b>           |

## 15 OTHER INCOME

(Rupees in '000s)

|  | As at March<br>31, 2019 | As at March<br>31, 2018 |
|--|-------------------------|-------------------------|
| Interest received on Electricity Deposit - KKD | 0                       | 20                      |
| Balance amount written back                    | 0                       | 780                     |
| <b>Total:</b>                                  | <b>0</b>                | <b>800</b>              |

## 16 EMPLOYEE BENEFIT EXPENSES

(Rupees in '000s)

|  | As at March<br>31, 2019 | As at March<br>31, 2018 |
|--|-------------------------|-------------------------|
| Salaries   | 3,147                   | 2,889                   |
| Contribution to Provident Fund & Other Funds<br>Provident Fund, EPS & EDLI | 82                      | 58                      |
| Staff Welfare Expenses   | 3                       | 5                       |
| <b>Total:</b>  | <b>3232</b>             | <b>2952</b>             |

(Formerly known as SHRI MATRE POWER &amp; INFRASTRUCTURE LIMITED &amp; SHRI SHAKTI LPG LIMITED)

## NOTE NO.

## 17 OTHER EXPENSES

|                           | As at<br>March 31, 2019 | As at<br>March 31, 2018 |
|---------------------------|-------------------------|-------------------------|
| Rates & Taxes             | 180                     | 134                     |
| Payments to Auditors:     |                         |                         |
| As Auditors               | 60                      | 60                      |
| For Taxation Matters      | 15                      | 15                      |
| Sundries:                 |                         |                         |
| Security Charges          | 266                     | 266                     |
| Travelling Expenses       | 644                     | 22                      |
| Advertisement & Publicity | 37                      | 34                      |
| Postage & Telephone       | 29                      | 40                      |
| Printing & Stationery     | 9                       | 11                      |
| Bank Charges & Commission | 6                       | 33                      |
| Legal & Professional Fees | 241                     | 526                     |
| Transport & Conveyance    | 72                      | 74                      |
| Power and Fuel            | 9                       | 461                     |
| Repairs:                  |                         |                         |
| Machinery                 | -                       | -                       |
| Others                    | 7                       | 2                       |
| Listing Fee- BSE & NSE    | 585                     | 581                     |
| Reinstatement Fee - BSE   | -                       | 1,180                   |
| Office Maintenance        | 281                     | 277                     |
| Directors Sitting fee     | 162                     | 172                     |
| RTA Charges               | 77                      | 85                      |
| AGM Expenses              | 322                     | 299                     |
| Miscellaneous Expenses    | 191                     | 157                     |
| <b>Total:</b>             | <b>3,193</b>            | <b>4,429</b>            |

(Formerly known as SHRI MATRE POWER &amp; INFRASTRUCTURE LIMITED &amp; SHRI SHAKTI LPG LIMITED)

**CASH FLOW STATEMENT OF SRI HAVISHA HOSPITALITY & INFRASTRUCTURE LIMITED  
AS AT 31ST MARCH 2019.**

|  | YEAR ENDED 31.03.19 |              | YEAR ENDED 31.03.18 |              |
|--|---------------------|--------------|---------------------|--------------|
|  | ₹                   | ₹            | ₹                   | ₹            |
| <b>A : Cash flow from operating activities :</b>       |                     |              |                     |              |
| Profit before tax and extraordinary items              |                     | -13087       |                     | -13243       |
| Adjustments for :                                      |                     |              |                     |              |
| Depreciation   | 6662                |              | 6662                |              |
| Foreign exchange                                       | 0                   |              | 0                   |              |
| Investments  | 0                   |              | 0                   |              |
| Interest/dividend                                      | 0                   |              | 0                   |              |
|  |                     | 6662         |                     | 6662         |
| <b>Operating profit before working capital changes</b> |                     | <b>-6425</b> |                     | <b>-6581</b> |
| Adjustments for :                                      |                     |              |                     |              |
| Trade and other receivables                            | 0                   |              | 0                   |              |
| Inventories  | 0                   |              | 0                   |              |
| Trade payables   | 3251                |              | -1730               |              |
|  |                     | 3251         |                     | -1730        |
| Cash generated from operations                         |                     | -3174        |                     | -8311        |
| <b>B. Cash flow from investing activities</b>          |                     |              |                     |              |
| Additon of assets                                      | 0                   |              | 0                   |              |
| Reduction of assets                                    | 0                   | 0            | 0                   | 0            |
| Net cash used in investing activities                  | 0                   | -3174        | 0                   | -8311        |
| <b>C. Cash flow from financing</b>                     |                     |              |                     |              |
| Payment of long-term borrowings                        | 0                   |              | 0                   |              |
| Increase in non current assets                         | 3433                |              | 8347                |              |
| Net cash used in financing activities                  | -                   | 3433         |                     | 8347         |
| Net increase in cash and cash equivalents              |                     | 259          |                     | 36           |
| Cash and cash equivalent as at 1.4.17                  |                     | 87           |                     | 51           |
| Cash and cash equivalent as at 31.3.18                 |                     | 346          |                     | 87           |

For and on behalf of the board of directors

Sd/-  
**D.V.Manohar**  
Chairman & Managing Director

Sd/-  
**A.P.Vitthal**  
Director

Sd/-  
**CH.Mallikarjuna**  
Company Secretary

Sd/-  
**V.Padmanabham**  
Chief Financial Officer

**AUDITOR'S CERTIFICATE**

We have verified the above Cash Flow Statement compiled from the audited financial statements of M/s Sri Havisha Hospitality And Infrastructure Ltd. for the years ended 31.03.2019 and 31.03.2018. According to the information and explanations given to us, the above cash flow statement has been prepared in consonance with the applicable accounting standards on cash flow statements issued by the Institute of Chartered Accountants of India and found the same to be in accordance with the requirements of the amended clause 32 of the Listing Agreement with the Stock Exchanges.

FOR P.SURYANARAYANA & CO  
Chartered Accountants

PLACE: HYDERABAD  
DATE:25.05.2019

P.SURYANARAYANA  
Partner  
M.No.201195

## Notes forming part of the Financial Statements for the year ended March 31, 2019

### 1. SIGNIFICANT ACCOUNTING POLICIES :-

#### 1.1. Corporate Information:

Shri Havisha Hospitality and Infrastructure Limited (formerly known as Shri Matre Power and Infrastructure Limited and Shri Shakti LPG Ltd.) is in the business of LPG marketing. The registered office of the company is located at Venus Plaza, Adjacent to Old Airport, Begumpet, Hyderabad - 500016, Telangana State.

The financial statements for the year ended March 31, 2019 were approved by the Board of Directors and authorized for issue on May 25, 2019.

#### 1.2. Statement of Compliance:

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "IndAS") notified under the Companies (Indian Accounting Standards) Rules 2015 (as amended by Companies Indian Accounting Standard (Amendment) Rules 2017 with effect from April 1, 2017.

#### 1.3. Basis of Accounting:

These financial statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules 2015 (as amended by Companies Indian Accounting Standard (Amendment) Rules 2017 read with Section 133 of the Companies Act, 2013.

The financial statements have been prepared on historical cost convention, on accrual basis, except for certain financial assets and liabilities measured at fair values at the end of each reporting period.

#### 1.4. Segment reporting :

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company has identified Managing Director as chief operating decision maker. Refer note 2.6 for segment information presented.

#### 1.5 Property, Plant & Equipment:

- a) Property, Plant & Equipment are stated at cost less accumulated depreciation plus revaluation done on the basis of technical evaluation. Cost is inclusive of freight, duties, levies and any directly attributable cost of bringing the assets to their working condition for intended use.
- b) Depreciation on Fixed Assets is provided as per the useful life of assets prescribed in Schedule - II to the Companies Act, 2013.

#### 1.5(i) Inventories:

- a) Raw Materials and Stores and Spares are valued at cost.
- b) Finished goods are valued at lower of cost or net realizable value.

- c) Cylinders, Valves, Adapters, Regulators and Steel are classified under stores and spares (Current Assets) and are valued at cost.

#### 1.6. Revenue Recognition:

- a) Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, value added taxes and amounts collected on behalf of third parties.
- b) The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below.
- c) Sale of products

Timing of recognition - Revenue from sale of products is recognised when significant risks and rewards in respect of ownership of products are transferred to customers based on the terms of sale.

Measurement of revenue- Revenue from sales is based on the price specified in the sales contracts, net of all discounts and returns at the time of sale.

- d) Income on services is recognized on completion of relevant services contract.

#### 1.7 Expenditure :

Expenditure accruing during the year and ascertainable reasonably accurately on a cut-off date is recognised and provided for in the accounts.

#### 1.8 Foreign Currency Transactions:

- (i) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (₹), which is the Company's functional and presentation currency.

- (ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

## 1.9 Taxes:

### Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

### Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

## 1.10 Cash and cash equivalents:

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**1.11 Trade receivables:**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using effective interest method, less provision for impairment.

**1.12 Government grants:**

Grants from the government are recognised at fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit and loss on a straight line basis over the expected lives of the related assets and presented within other income.

**1.13 Investments and other financial assets:****1) Classification**

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in Statement of profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

**2) Measurement**

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

**Debt instruments:**

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

**Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

**Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method.

**Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.

**Equity instruments:**

The Company subsequently measures all equity investments at fair value. Where the company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in the other income. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

**3) Impairment of financial assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment



methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

#### 4) Derecognition of financial assets

A financial asset is derecognized only when

- The Company has transferred the rights to receive cash flow from the financial asset or
- retains the contractual rights to receive the cash flows of the financial assets, but assumes a contractual obligation to pay cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

#### 1.14 Offsetting financial instruments:

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

#### 1.15 Intangible assets:

##### (i) Recognition

Intangible assets are recognised only when future economic benefits arising out of the assets flow to the enterprise and are amortised over their useful life.

##### (ii) Amortization methods and periods

The Company amortizes intangible assets on a straight line method over their estimated useful life not exceeding 5 years. Software is amortised over a period of three years.

### 1.16 Trade and other payables:

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured and are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

### Borrowings

Borrowings are initially recognized at fair value, net of transaction cost incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognized in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instrument issued.

### 1.17 Borrowing costs:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalization.

Other borrowing costs are expensed in the period in which they are incurred.

**1.18 Provisions:**

Provisions for legal claims and returns are recognised when the company has a present legal or constructive obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provisions due to the passage of time is recognized as interest expense.

**1.19 Employee benefits:****(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

**(ii) Other long-term employee benefit obligations**

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured at the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligations. Remeasurements as a result of the experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

**1.20 Contributed equity:**

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

### 1.21 Dividends:

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

### 1.22 Earnings per share:

#### (i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the company
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

#### (ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

### 1.23 Critical estimates and Judgements:

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

### 1.24 Contingencies:

Contingencies, that can be reasonably ascertained are provided for in the accounts, if, in the opinion of the company, there is probability that their future outcome may be materially detrimental to the company.

## 2. NOTES ON ACCOUNTS: -

## 2.1. Contingent Liabilities:

|  | As on<br>31.03.2019 | As on<br>31.03.2018 |
|--|---------------------|---------------------|
|  |                     | (Rs. in 000s))      |
| a) Differential Customs Duties demanded by<br>Customs authorities pending in Appeals   | 35277               | 35277               |
| 2.2. The operations of the company by way of Bottling of LPG have been temporarily stopped due to prevailing industry situation and as the company has various new scheme of activities and plans for the future, the accounts of the Company for the year are drawn up on going concern basis.  |                     |                     |
| 2.3. Balances standing to the debit/credit of parties are subject to reconciliation by the company and confirmation by them and review by the Company.   |                     |                     |
| 2.4. "Other Non-Current Assets" includes an amount of Rs.66600 thousands being the Bank Guarantees encashed by The Kerala State Co-operative Consumer Federation Ltd. from State Bank of Hyderabad and Punjab National Bank by invoking guarantees given in their favour by the company and are considered good and recoverable by the Company, and the Company has filed a suit for the recovery of the amount. |                     |                     |
| 2.5. All Current Assets as at 31.03.2019 have a value on realization in the ordinary course of business atleast value equal to amounts at which they have been stated in the Balance Sheet as on that date.  |                     |                     |
| 2.6. Capital Reserve represents the amount received on forfeited shares.   |                     |                     |
| 2.7. Segment information for the year ended 31st March 2019.<br>Since Income is only on account of "Other Income" and not from any business, Segment information is not applicable.  |                     |                     |
| 2.8. <b>Related Party Disclosures</b><br><br>Related party disclosures, as required by Accounting Standard 18, "Related Party Disclosures" issued by the Institute of Chartered Accountants of India are given below:  |                     |                     |
| i) <b>Key Management Personnel:</b>  |                     |                     |
| a) Mr. D. V. Manohar, Chairman & Managing Director   |                     |                     |
| b) Mr Ch. Mallikarjuna, Company Secretary  |                     |                     |
| c) Mr V. Padmanabham, Chief Financial Officer  |                     |                     |
| (ii) <b>Related parties:</b>   |                     |                     |
| a) M/s. Shri Shakti Resorts & Hotels Limited   |                     |                     |
| b) M/s. Shri Shakti Schools Private Limited  |                     |                     |

(Formerly known as SHRI MATRE POWER &amp; INFRASTRUCTURE LIMITED &amp; SHRI SHAKTI LPG LIMITED)

**(iii) Transactions with related parties**

The details of transactions with related parties as required in terms of AS-18 relating to Related Party Disclosure issued under Companies (Accounting Standards) Rules, 2006 has been depicted below:

(Amount in Rs.)

| Sl. No. | Type of Relationship   | Name of the Company/ Party                    | Nature of Transaction           | Current Year 2018-19 | Previous Year 2017-18 |
|---------|--|---|---------------------------------|----------------------|-----------------------|
| 1.      | Key managerial personnel<br>Chairman & Managing Director (CMD)   | Mr D.V. Manohar,                              | Remuneration & Perks            | 13,32,000            | 13,32,000             |
| 2.      | Key managerial personnel   | Mr Ch. Mallikarjuna,<br>Company Secretary     | Remuneration                    | 5,09,518             | NA.                   |
| 3.      | Key managerial personnel   | Mr V. Padmanabham,<br>Chief Financial Officer | Remuneration                    | 6,00,000             | 5,10,000              |
| 4.      | Directors  | Directors (other than<br>CMD)                 | Sitting fee                     | 1,62,000             | 1,72,000              |
| 5.      | Companies in which relatives<br>of key mgt. personnel interested | Shri Shakti Resorts &<br>Hotels Ltd.          | Balance Receivable              | 7,81,06,000          | 7,92,22,000           |
|         |  | Sri Shakti Schools Pvt Ltd                    | Advance against<br>Sale of land | 6,45,00,000          | 6,45,00,000           |

**2.9. Financial instruments and risk management****(a) Fair values**

- i) The carrying amounts of trade payables, other financial liabilities (current), trade receivables, cash and cash equivalents, other bank balances and loans are considered to be the same as fair value due to their short term nature.
- ii) Other financial liabilities (non-current) consists of Advances received against a contractual obligation and the carrying amount is considered to be fair value.

**(b) Financial risk management**

The Company is exposed to market risk, liquidity risk and credit risk, which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

**Market Risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk, interest rate risk and price risk. Financial instruments affected by market risk include loans and borrowings, trade receivables and trade payables involving foreign currency exposure.

### Credit Risk

Credit risk is the risk arising from credit exposure to customers, cash and cash equivalents held with banks and current and non-current held-to maturity financial assets.

The carrying amount of trade receivables, loans, advances, deposits, cash and bank balances, bank deposits and interest receivable on deposits represents company's maximum exposure to the credit risk. No other financial asset carry a significant exposure with respect to the credit risk. Bank deposits and cash balances are placed with reputable banks and deposits are with reputable government, public bodies and others. The credit quality of financial assets is satisfactory, taking into account the allowance for credit losses.

### Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding to meet obligations when due and to close out market positions. Company's treasury maintains flexibility in funding by maintaining availability under deposits in banks.

### (c) Capital Management

For the purpose of the capital management, capital includes issued equity capital, all other equity reserves attributable to the equity holders and non controlling interest. The primary objective of the Company's capital management is to maximise the shareholder value. The Company manages its capital structure in consideration to the changes in economic conditions and the requirements of the financial covenants. The monitoring of capital using a gearing ratio is not relevant for the company, since there is no debt.

- 2.10. Previous Year's figures have been re-grouped/re-classified/re-stated as far as practicable and wherever necessary to confirm with current year presentation.
- 2.11. Amounts have been rounded off to the nearest thousands.

**ATTENDANCE SLIP**  
**26<sup>th</sup> Annual General Meeting**

**SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LTD**

(Formerly SHRI MATRE POWER AND INFRASTRUCTURE LIMITED & SHRI SHAKTI LPG LTD.)

CIN L40102TG1993PLC015988

Registered Office : Venus Plaza, Adjacent to Airport, Begumpet, Hyderabad - 500 016

Phone : 040-27902929 / Fax : 040-27908989 ; Email : info@shrishakti.com ;

Website: http://www.shrishakti.com//

| Date                              | Venue   | Time          |
|-----------------------------------|---|---------------|
| 28th September 2019<br>(Saturday) | Hari Hara Kala Bhavan,<br>S.P. Road, Secunderabad | 11:00 a.m.    |
| Name of the Shareholder           | Folio/DP & Client ID No.                          | No. of shares |

I certify that I am a registered shareholder of the Company, holding above mentioned shares in the Company, and hereby record my presence at the 26th Annual General Meeting of the Company.

Member's/Proxy Signature

Note : Shareholder/Proxy holder wishing to attend the meeting must bring Admission Slip and handover at the entrance duly signed.

**26<sup>th</sup> Annual General Meeting**

**SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LTD**

(Formerly SHRI MATRE POWER AND INFRASTRUCTURE LIMITED & SHRI SHAKTI LPG LTD.)

CIN L40102TG1993PLC015988

**PROXY FORM**

Registered Office : Venus Plaza, Adjacent to Airport, Begumpet, Hyderabad - 500 016

Phone : 040-27902929 / Fax : 040-27908989 ; Email : info@shrishakti.com ;

Website: http://www.shrishakti.com//

**FORM NO. MGT - 11**

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies  
(Management and Administration) Rules 2014]

Name of the Member (s)

Email id :

Registered Address

Folio No/Client id

DP ID\*

I/We being the Member (s) of \_\_\_\_\_ shares of M/s Sri Havisha Hospitality and Infrastructure Ltd, hereby appoint :

1).....of.....having e-mail id.....or failing him/her

2).....of.....having e-mail id.....or failing him/her

and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26<sup>th</sup> Annual General Meeting of the Company, to be held on Saturday, 28<sup>th</sup> September 2019 at 11.00 A.M. at Hari Hara Kala Bhavan, S.P. Road, Secunderabad and at any adjournment thereof in respect of such resolutions as are indicated below :



| S.No | Resolutions   | For | Against |
|------|---|-----|---------|
|      | <b>ORDINARY BUSINESS</b>  |     |         |
| 1    | To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2019 together with the Reports of the Board of Directors and the Auditors thereon - Ordinary Resolution |     |         |
| 2    | To appoint a Director in the place of Dr. A. Bala Setty (DIN 07361951), Director (Non-Independent), who retires by rotation and being eligible, offers himself for re-appointment - Ordinary Resolution                                   |     |         |
|      | <b>SPECIAL BUSINESS</b>   |     |         |
| 3    | To re-appoint Mr. D.V. Manohar as the Chairman and Managing Director for a term of 3 years - Ordinary Resolution  |     |         |
| 4    | To fix remuneration to Mr D.V. Manohar as the Chairman and Managing Director for a term of 3 years - Special Resolution   |     |         |
| 5    | To re-appoint Mr. Binod Kumar Sinha as an Independent Director for a term of 5 years and continue his tenure, who has attained the age of 75 years, as a Director - Special Resolution  |     |         |
| 6    | To re-appoint Mr. V. Subrahmanyam as an Independent Director for a term of 5 years and continue his term after attaining the age of 75 years, as a Director - Special Resolution  |     |         |
| 7    | To continue the tenure of Mr R. Prabhakar Rao, who has attained the age of 75 years, as Director - Special Resolution   |     |         |
| 8    | To continue the tenure of Dr G. Govindaiah, who has attained the age of 75 years, as Director - Special Resolution  |     |         |

Signed this.....day of.....2019

Signature of Shareholder

Signature of Proxy holder(s)

Note :

The Proxy need not be a member of the Company.

The proxy form duly signed across Revenue Stamp should reach the Company's Registered Office atleast 48 hours before the time of the meeting.