

# SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED

(Formerly Shri Matre Power & Infrastructure Ltd. And Shri Shakti LPG Ltd.)

CIN: L40102TG1993PLC015988

Venus Plaza, Begumpet, Hyderabad 500 016, INDIA

Tel. +91 40 27902929, 27905656, website: [www.Shrishakti.com](http://www.Shrishakti.com), Email: [info@shrishakti.com](mailto:info@shrishakti.com)

**COPY OF THE RESOLUTIONS PASSED BY THE BOARD OF DIRECTORS OF SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED AT THEIR BOARD MEETING HELD ON MONDAY THE 13<sup>TH</sup> DAY OF AUGUST, 2018 AT 03:00 P.M. AT BOARD ROOM, HOTEL THE MANOHAR, BEGUMPET, HYDERABAD-500016, TELANGANA, INDIA**

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*Approval of proposed Scheme of Arrangement Between M/s Shri Shakti Resorts & Hotels Limited (Transferor Company/ SSRHL) and M/s Sri Havisha Hospitality and Infrastructure Limited (Transferee Company/ SHHIL):*

The Board of Directors of the Company passed the following resolution after due discussions, as recommended by the Audit Committee of the Company after their review, consideration and recommendation of the proposed Scheme of Arrangement:

"RESOLVED THAT pursuant to the provisions of Section 230 to 233 of the Companies Act, 2013 as amended from time to time and in accordance with the Memorandum and Articles of Association of the Company and subject to the requisite approval of the shareholders/ creditors of the Company and the sanction of the National Company Law Tribunal Hyderabad Bench (the NCLT) and the Stock Exchanges where the shares of the company are listed and such other competent authority(ies) as may be applicable, the consent of the Board of Directors be and is hereby accorded to the Scheme of Arrangement between Shri Shakti Resorts & Hotels Limited, the Transferor Company, Sri Havisha Hospitality and Infrastructure Limited the Transferee Company and their respective shareholders and creditors, as per the terms and conditions of the Scheme of Arrangement (the Scheme) placed before the Board.

RESOLVED FURTHER THAT Sri D.V. Manohar, Chairman & Managing Director, any one of other Director and Company Secretary of the Company be and are hereby severally authorized:

(a) To file the Scheme of Arrangement with the BSE Ltd (BSE) and National Stock Exchange of India Limited (NSE) and to obtain approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(b) To file applications with the NCLT and / or such other competent authority as may be necessary and holding meetings of the shareholders / creditors of the Company as may be directed by the NCLT to give effect to the Scheme;

(c) To file petitions for confirmation of the Scheme with the NCLT and / or such other competent authority as may be necessary;

(d) For the above purposes, to engage advocates / solicitors / consultants and if considered necessary, also to engage services of counsel(s), declare and file all documents, pleadings, reports, and sign and issue public advertisements and notices;





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(e) To obtain approval and represent before the Stock Exchanges, Registrar of Companies, and such other relevant Authorities and entities including the shareholders and creditors etc. as may be necessary to give effect to the said Scheme of Amalgamation;

(f) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;

(g) To sign and execute the request letters for obtaining the necessary No - Objection / sanction letters for the dispensation of the meetings of the shareholders/ creditors of the company for approving the Scheme of Amalgamation and thereafter submit the same on receipt thereof to the NCLT or any other appropriate authority;

(h) To produce all documents, matters or any other evidence in connection with the matters aforesaid and any other proceedings incidental thereto and arising there from;

(i) To take all procedural steps for having the Scheme of Arrangement sanctioned by the NCLT including filing necessary applications, affidavits, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary;

(g) To accept service of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or persons concerned;

(k) To make any alterations / changes in the Scheme upon the recommendations / instructions of any of the authority(ies) including but not limited to the NCLT, as may be expedient or necessary which does not materially change the substance of the Scheme;

(l) To sign, execute, certify all applications, petitions, vakalatnamas, forms, affidavits, undertakings, resolutions and any other papers or documents relating to the Scheme and to file, submit, furnish all or any of such documents as are mentioned hereinbefore with respective authorities including but not limited to the NCLT, stock exchanges where the shares of the Company are listed, The Registrar of Companies, Telangana & Andhra Pradesh, Hyderabad and generally to do and execute all acts, matters, things, deeds and documents as may be necessary and expedient for the purpose of giving effect to the Scheme.”

//Certified True Copy//

For **SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED**

  
**CH. MALLIKARJUNA**  
**COMPANY SECRETARY**



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# Shri Shakti Resorts & Hotels Limited

(CIN: U55101TG1989PLC010115)

**COPY OF THE RESOLUTIONS PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY SHRI SHAKTI RESORTS & HOTELS LIMITED AT THEIR BOARD MEETING HELD ON MONDAY THE 13<sup>TH</sup> DAY OF AUGUST, 2018 AT 12:00 NOON AT BOARD ROOM, HOTEL THE MANOHAR, BEGUMPET, HYDERABAD-500016, TELANGANA, INDIA**

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*Approval of proposed Scheme of Arrangement Between M/s Shri Shakti Resorts & Hotels Limited (Transferor Company/ SSRHL) and M/s Sri Havisha Hospitality and Infrastructure Limited (Transferee Company/ SHHIL):*

The Board of Directors of the Company passed the following resolution after due discussions, as recommended by the Audit Committee of the Company after their review, consideration and recommendation of the proposed Scheme of Arrangement:

"RESOLVED THAT pursuant to the provisions of Section 230 to 233 of the Companies Act, 2013 as amended from time to time and in accordance with the Memorandum and Articles of Association of the Company and subject to the requisite approval of the shareholders/ creditors of the Company and the sanction of the National Company Law Tribunal Hyderabad Bench (the NCLT) and the Stock Exchanges where the shares of the company are listed and such other competent authority(ies) as may be applicable, the consent of the Board of Directors be and is hereby accorded to the Scheme of Arrangement between Shri Shakti Resorts & Hotels Limited, the Transferor Company, Sri Havisha Hospitality and Infrastructure Limited the Transferee Company and their respective shareholders and creditors, as per the terms and conditions of the Scheme of Arrangement (the Scheme) placed before the Board.

RESOLVED FURTHER THAT Sri D.V. Manohar, Chairman & Managing Director, any one of other Director and Company Secretary of the Company be and are hereby severally authorized:

- (a) To file the Scheme of Arrangement with the BSE Ltd (BSE) and National Stock Exchange of India Limited (NSE) and to obtain approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (b) To file applications with the NCLT and / or such other competent authority as may be necessary and holding meetings of the shareholders / creditors of the Company as may be directed by the NCLT to give effect to the Scheme;
- (c) To file petitions for confirmation of the Scheme with the NCLT and / or such other competent authority as may be necessary;
- (d) For the above purposes, to engage advocates / solicitors / consultants and if considered necessary, also to engage services of counsel(s), declare and file all documents, pleadings, reports, and sign and issue public advertisements and notices;



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# Shri Shakti Resorts & Hotels Limited

(CIN: U55101TG1989PLC010115)

- (e) To obtain approval and represent before the Stock Exchanges, Registrar of Companies, and such other relevant Authorities and entities including the shareholders and creditors etc. as may be necessary to give effect to the said Scheme of Amalgamation;
- (f) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;
- (g) To sign and execute the request letters for obtaining the necessary No - Objection / sanction letters for the dispensation of the meetings of the shareholders/ creditors of the company for approving the Scheme of Amalgamation and thereafter submit the same on receipt thereof to the NCLT or any other appropriate authority;
- (h) To produce all documents, matters or any other evidence in connection with the matters aforesaid and any other proceedings incidental thereto and arising there from;
- (i) To take all procedural steps for having the Scheme of Arrangement sanctioned by the NCLT including filing necessary applications, affidavits, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary;
- (g) To accept service of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or persons concerned;
- (k) To make any alterations / changes in the Scheme upon the recommendations / instructions of any of the authority(ies) including but not limited to the NCLT, as may be expedient or necessary which does not materially change the substance of the Scheme;
- (l) To sign, execute, certify all applications, petitions, vakalatnamas, forms, affidavits, undertakings, resolutions and any other papers or documents relating to the Scheme and to file, submit, furnish all or any of such documents as are mentioned hereinbefore with respective authorities including but not limited to the NCLT, stock exchanges where the shares of the Company are listed, The Registrar of Companies, Telangana & Andhra Pradesh, Hyderabad and generally to do and execute all acts, matters, things, deeds and documents as may be necessary and expedient for the purpose of giving effect to the Scheme.”

//Certified True Copy//

For **SHRI SHAKTI RESORTS & HOTELS LIMITED**



**D.V.MANO HAR**  
**CHAIRMAN & MANAGING DIRECTOR**  
(DIN: 00223342)

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