

SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED
(CIN L40102TG1993PLC015988)

27TH ANNUAL REPORT

2019-2020

BOARD OF DIRECTORS	
Mr. D.V. Manohar	Chairman & Managing Director (Executive & Non-Independent)
Mr. B.K. Sinha	Director (Independent)
Dr. A. Balasetty	Director (Non-Independent)
Mr. V. Subrahmanyam	Director (Independent)
Ms. Deekshita Dontamsetti	Woman Director (Non-Independent)
Mr Abhaya Shanker	Additional Director (Independent)
COMPANY SECRETARY	CS Rahul Jain
AUDITORS	
	M/s. P. Suryanarayana & Co., Chartered Accountants Hyderabad
BANKERS	
	Allahabad Bank
REGISTRARS & SHARE TRANSFER AGENTS	
	M/s. XL Softech System Ltd 3, Sagar Society Road No.2, Banjara Hills Hyderabad – 500034, Telangana Tel: 91-040-23545913 / 14 /15 Fax: 91-040-23553214
REGISTERED OFFICE	
	Venus Plaza Adjacent to Airport Begumpet, Hyderabad – 500016 Tel : 91-040-27902929 Fax: 91-040-27908989

NOTICE

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

ORDINARY BUSINESS:

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

SPECIAL BUSINESS

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

the following resolution as an Ordinary Resolution:

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

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

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

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

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

**D.V.MANOHAR
CHAIRMAN & MANAGING
DIRECTOR**

NOTES:

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

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

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

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

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

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

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

17) Updation of Members' Details:

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

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

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

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

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

of e-voting) are given herein below.

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

Password' option available on 'www.evoting.nsdl.com' or contact NSDL at the following Toll Free No.: 1800-222-990 or e-mail at 'evoting@nsdl.co.in'

- 27) Please note, only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM
- 28) The Board of Directors has appointed M/s. Krishna Kumar & Associates, represented by CS A Krishna Kumar, Practicing Company Secretaries, as Scrutinizer to scrutinize the remote e-voting process as well as voting at the Meeting in a fair and transparent manner.
- 29) The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and shall within 48 hours of conclusion of the Meeting submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman in writing, who shall countersign the same.
- 30) The results declared along with Scrutinizer's Report, will be placed on the Company's website '<https://shrishakti.com/>' and the website of NSDL 'www.evoting.nsdl.com' immediately after the result is declared by Chairman or any other person authorized by the Chairman and the same shall simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited where the Securities of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.
- 31) In case of any grievances with respect to the facility for voting by electronic means, Members are requested to contact at evoting@nsdl.co.in (1800 222 990) or write to NSDL at NSDL, Trade World, 'A' wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.

1. E-Voting Instructions

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@shrishakti.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password

confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@shrishakti.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@shrishakti.com

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

3. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
4. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from

doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

5. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
6. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number to company email id ie cs@shrishakti.com . The same will be replied by the company suitably.

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

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

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

**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 SEVENTH
ANNUAL GENERAL MEETING OF THE COMPANY**

Item No.2

To appoint a Director in place of Ms Deekshita Dontamsetti (06941753).

In the opinion of the Board, Ms Deekshita Dontamsetti fulfills the conditions required to be fulfilled for being appointed as an Women Director of the Company as per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015. The company has uploaded the resume of her on the Company's website.

Item No.3

To Appoint Mr. Abhaya Shankar (DIN- 00008378) as an Independent Director of the Company

The Board of Directors of the Company has appointed Shri Abhaya Shankar (DIN- 00008378), as an Additional Independent Director on the Board of the Company In accordance with provisions of section 161 of the Companies Act, 2013 and applicable SEBI (LODR) Regulation, 2015, to hold office upto the date of the Annual General Meeting of the Company.

Mr. Abhaya Shankar (DIN- 00008378) is not disqualified from being appointed as Director in terms of Section 164 of the Act. As per the recommendation of the Nomination and Remuneration Committee, the Board is considering the regularization of appointment Mr. Abhaya Shankar (DIN- 00008378).

In the opinion of the Board, Mr. Abhaya Shankar fulfills the conditions required to be fulfilled for being appointed as an Independent Director of the Company as per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015. The Board places the above resolution before the Members for their approval as being the Ordinary Resolution.

DIRECTORS' REPORT

To
The Shareholders,
Sri Havisha Hospitality and Infrastructure Limited

Dear Members,

1. INTRODUCTION

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

2. FINANCIAL PERFORMANCE

The Financial performance of the Company for the year 2018-19 is indicated below:

	Rs. in lakh	
Particulars	2019-20	2018-19
Gross Income	1.35	0.00
Less: Expenditure		
Employee Benefir Expenses	31.10	32.32
Depreciation	16.66	66.62
Other Expenses	31.98	31.93
Total Expenses	79.74	130.87
Profit & Loss before Exceptional Item	79.74	-130.87
Exceptional Item	436.65	-
Profit / (Loss)	358.26	-130.87
Profit / (Loss) before prior period and Extraordinary items	358.26	-130.87
Net Profit / (Loss) before provision for Taxation	358.26	-130.87
Provision for Taxation		
Net Profit/loss	358.26	-130.87

3. Performance Review

During the Financial year 2019-20 our Company has earned the profit of Rs. 358.26 Lakh against the loss of Rs.130.87 lakhs incurred by the Company in previous year which is a positive development.

4. DIVIDEND

In view of the accumulated losses and the need to conserve available funds for the operations of the Company, your Directors have not recommended any Dividend on the Equity Shares for the Financial Year under review.

5. TRANSFER TO RESERVES

During the FY 2019-20, your Company has not transferred any amount to the General Reserves

6. GLOBAL PANDEMIC – COVID-19

Due to outbreak of COVID-19 pandemic globally and consequent lockdown imposed by the Government of India from March 23, 2020 to curb its wide spread, a massive economic disruption and social distress is being witnesses all over the world including in India. The management is closely analyzing and monitoring the situation and getting adequately prepared to emerge stronger in the longer term.

STATE OF AFFAIRS AND FUTURE OUTLOOK OF THE COMPANY :

As you are aware, 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. Thereafter meetings convened by National Company Law Tribunal (NCLT) for the merger of Sri Havisha Hospitality and Infrastructure Ltd (formerly Shri Shakti LPG Ltd) and Shri Shakti Resorts & Hotels Ltd were held on 15th Feb, 2020. The meetings with Shareholders, Secured Creditors and Unsecured Creditors of both the companies convened by NCLT were Chaired by reputed persons nominated by NCLT. In all these meetings, the merger proposal was approved.

Due to the pandemic COVID 19, the Country was under lock down from third week of March, 2020 till recently, hence there is a delay in the process. NCLT is now conducting the hearings. We expect to receive the Statutory Approvals for the merger soon.

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 in the Hospitality Industry. Your Directors are confident that this proposed merger will bring in positive developments into your company and expect to achieve better results and there by add value to the share holders of the merged entity

viz., Sri Havisha Hospitality and Infrastructure Ltd.

The endeavor of your Directors is to maximize the returns to share holders and we reiterate our commitment to achieve this in the near future.

8. DEPLOYMENT OF FUNDS

	Rs. in thousands	
Sources of Funds	31.03.2019	31.03.2018
Share Holders Funds	2029.73	1671.47
Non – Current Liabilities	0	874.00
Current Liabilities	54.51	36.62
Total	2084.24	2582.08
Application of Funds		
Non-Current Assets	430.72	493.98
Other Non - Current Assets	1642.09	1510.23
Current Assets	11.42	577.87
Long Term Loans & Advances	0	0
Total	2084.24	2582.08

7. SUBSIDIARY COMPANY

Your Company has no subsidiaries.

8. DEPOSITS

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

9. Appointment and Reappointment of Director and KMP

There have been new appointments to fill the vacancies due to Resignations of one Director and Company Secretary and passing away of another Director.

- In terms of the provisions of the Companies Act, 2013, Ms. Deekshita Dontamsetti (06941753) retires by rotation at the ensuing AGM and being eligible, seeks re-appointment.
- Mr. Panduranga Vittal passed away suddenly and consequently his office of Independent Director stood vacated from 22nd Day of November 2019.
- Mr. Roddam Prabhakar Rao has resigned from his office of Independent Director on health grounds.
- Gorantla Govindaiah (DIN-00139453) has resigned from the office of Director of the Company on 26th Day of September 2019.

- Company has Appointed Mr. Ch. Mallikarjuna as the Company Secretary of the Company with effect from 1st Day of April 2019.
- Mr. Ch. Mallikarjuna has resigned from the office of Company Secretary on 30th Day of September 2019.
- Ms. Asfia Moin was appointed as Company Secretary of the Company on 13th Day of September 2019.
- Ms. Asfia Moin resigned from the office of the Company Secretary on 4th March, 2020.
- Mr. Abhaya Shankar (DIN-00008378) has been appointed on the Board of the Company as an Additional Independent Director *wef* 29th Day of June 2020.
- Mr. Rahul Jain has been appointed as the Company Secretary of the Company on 23rd Day of November 2020.

Your Board places on record its appreciation for the outstanding contributions made by Shri Panduranga Vittal and Mr. Roddam Prabhakar Rao during their tenure. The board also conveys its profound condolences to the family members of Mr Vittal on his untimely demise.

Upon recommendation of the Nomination and Remuneration Committee, the Board has approved the appointment of Mr. Abhaya Shankar (00008378), as an Additional Director (Independent, Non-Executive) of the Company, not liable to retire by rotation subject to approval of Members at the ensuing AGM of the Company. Mr. Abhaya Shankar is not related to any Directors of the Company.

10. 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. 5 Board Meetings were held during the year on 25 May, 2019, 09 Aug 2019, 28 Sep 2019, 09 Nov 2019 and 14 Feb 2020. The gap between any two consecutive Board Meetings during this period did not exceed 120 days.

11. 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.

12. 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.

13. 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.

14. 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 September, 2017, for a period of five years commencing from the conclusion of the 24th AGM of the Company until the conclusion of the 29th 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 2019-20 and their report is annexed to this report. 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 2020-21.

15. 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.

16. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review as stipulated under SEBI (LODR) Regulations, 2015 is presented separately and the same forms part of this report.

17. 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.

18. CORPORATE GOVERNANCE

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

19. RISK MANAGEMENT COMMITTEE:

The Risk Management Committee Comprises of the following Directors:

S.No.	Name of the Remuneration Committee Member	Designation
1.	Mr. D.V. Manohar (Chairman & Managing Director)	Chairman
2.	Mr. B.K. Sinha (Independent Director)	Member
3.	Mr. Abhaya Shankar (Independent Director)	Member

**Mr. Abhaya Shankar has become the member of the Committee with effect From 29th Day of June, 2020.

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. Reviewing and approving risk related disclosures.

20. 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.

21. CORPORATE GOVERNANCE

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

22. DEMATERIALISATION OF SHARES

Around 65.41% of the Paid-Up Equity Share Capital of the Company was dematerialized as on 31st March 20 and the balance Paid-Up Equity Share Capital is in physical form. The Company's Registrar is XL Softech Systems Limited, 3 Sagar Society, Banjara Hills, Hyderabad.

23. LISTING WITH STOCK EXCHANGES

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

24. 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:
Amount in thousands

Sl. No.	Name of the Director	Designation	Remuneration for 2019-20	Remuneration for 2018-19	Increase in Remuneration	Ratio/times of median of employee remuneration
1	Mr. D.V. Manohar	Chairman & Managing Director	1236	1332	Nil	Nil (As there was no increase)

Sl. No.	Name of the Key Managerial Personnel	Designation	Remuneration For 2019-20	Remuneration for 2019-19	Increase in Remuneration	Ratio/times of median of employee remuneration
1	Mr. Ch. Mallikarjuna	Company Secretary (01.04.2019-30.09.2019)	309	NA	Nil	NA
2	Ms. Asfia Moin	Company Secretary (13.09.2019-31.03.2020)	401	0	Nil	NA
3	Mr. V. Padmanabham	Chief Financial Officer	600	510	90	NA

25. LISTING WITH STOCK EXCHANGE

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

26. 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.

27. 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.

28. 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 31st March, 2020 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 31st March, 2020 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.

29. 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 has been uploaded on the website of the Company <https://shrishakti.com/annual-reports/2019-2020.html>

30. 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.
- 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.

A 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.

B. 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

31. 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.

32. 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 received by the Banks, Customers, Suppliers, Collaborators, Consultants and Contractors. The Board wishes to further record its gratitude to various Departments of the Government of Telangana, Government of Andhra Pradesh, 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 INFRASTRUCTUE LIMITED**

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

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

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 violate 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 and 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.

D.V.MANOHAR
Chairman & Managing Director

V.
PADMANABHA
M
Chief Financial
Officer

Place:Hyderabad

Date:

**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) Regulations, 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 31st March 2020.

Place: Hyderabad

Date:

D.V. Manohar

Chairman & Managing Director

Sri Havisha Hospitality & Infrastructure Limited			
(Formerly Shri Matre Power & Infrastructure Limited and Shri Shakti LPG Limited)			
Balance Sheet as at March 31, 2020			
			(Rupees in Lakhs)
Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	3	430.72	493.98
(b) Other non-current assets	4	1,642.09	1,510.23
(2) Current assets			
(a) Inventories	5	-	564.55
(b) Financial Assets			
(i) Cash and cash equivalents	6	1.16	3.46
(ii) Loans	7	0.01	0.01
(c) Other current assets	8	10.25	9.85
Total Assets		2,084.23	2,582.08
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share capital	9	3,070.72	3,070.72
(b) Other Equity	10	(1,040.99)	(1,399.25)
LIABILITIES			
(1) Non-current liabilities			
(a) Financial Liabilities			
(i) Other financial liabilities	11	-	874.00
(2) Current liabilities			
(a) Financial Liabilities			
(i) Trade payables	12	-	1.35
(b) Other current liabilities	13	54.51	35.27
Total Equity and Liabilities		2,084.23	2,582.08
See accompanying notes to the financial statements			
As per our report of even date		For and on behalf of the Board of Directors	
For M/s P.SURYANARAYANA & CO., Chartered Accountants Firm Regn. No 009288S		D.V.MANO HAR Chairman and Managing Director DIN: 00223342	
P.SURYANARAYANA Partner Membership No. 201195		V.PADMANABHAM Chief Financial Officer	
Place: Hyderabad Date: June 29, 2020		Place: Hyderabad Date: June 29, 2020	

Sri Havisha Hospitality & Infrastructure Limited
(Formerly Shri Matre Power & Infrastructure Limited and Shri Shakti LPG Limited)
Statement of Profit and Loss for the year ended March 31, 2020

(Rupees in Lakhs)

S.No	Particulars	Note No.	Year ended	
			March 31, 2020	March 31, 2019
			Audited	Audited
I	Revenue from operations		-	-
II	Other Income	14	1.35	-
III	Total Income (I+II)		1.35	-
IV	EXPENSES			
	(a) Employee benefits expense	15	31.10	32.32
	(b) Depreciation and amortization expense	3	16.66	66.62
	(c) Other expenses	16	31.98	31.93
	Total expenses (IV)		79.74	130.87
V	(Loss) / Profit before exceptional items and tax (III- IV)		(78.39)	(130.87)
VI	Exceptional Items (Income net of expenses)	17	436.65	-
VII	Profit / (Loss) before tax (V+VI)		358.26	(130.87)
VIII	Tax expense:			
	(a) Current tax		-	-
	(b) Deferred tax		-	-
IX	Net Profit / (Loss) for the period after tax (VII-VIII)		358.26	(130.87)
X	Other comprehensive income (net of tax)		-	-
XI	Total comprehensive income / (loss) (after tax) (IX+X)		358.26	(130.87)
XII	Paid-up equity share capital (Face value of share of Rs. 2/- each)		3,070.72	3,070.72
XIII	Earnings / (Loss) Per Share - Basic and Diluted (Not Annualised)		0.23	(0.09)

See accompanying notes to the financial statements

As per our report of even date

For M/s P.SURYANARAYANA & CO.,
Chartered Accountants
Firm Regn. No 009288S

P.SURYANARAYANA
Partner
Membership No. 201195

Place: Hyderabad
Date: June 29, 2020

For and on behalf of the Board of Directors

D.V.MANOHAR
Chairman and Managing Director
DIN: 00223342

V.PADMANABHAM
Chief Financial Officer

Place: Hyderabad
Date: June 29, 2020

Sri Havisha Hospitality & Infrastructure Limited
(Formerly Shri Matre Power & Infrastructure Limited and Shri Shakti LPG Limited)
Statement of Cash Flows

(Rupees in Lakhs)

PARTICULARS	Year Ended		Year Ended	
	March 31, 2020		March 31, 2019	
A: CASH FLOW FROM OPERATING ACTIVITIES:				
LOSS BEFORE TAX AND EXCEPTIONAL ITEMS		(78.39)		(130.87)
ADJUSTMENTS FOR :				
DEPRECIATION	16.66		66.62	
		16.66		66.62
CHANGES IN OPERATING ASSETS AND LIABILITIES				
DECREASE IN INVENTORIES	564.55		-	
INCREASE IN OTHER ASSETS	(0.40)		-	
(DECREASE)/INCREASE IN TRADE PAYABLES	(1.35)		32.51	
INCREASE IN OTHER CURRENT LIABILITIES	19.24		-	
NET CASH GENERATED FROM OPERATIONS BEFORE EXCEPTIONAL ITEMS		582.04		32.51
EXCEPTIONAL ITEMS	436.65		-	
ADJUSTMENTS FOR :				
PROFIT ON SALE OF ASSETS	(376.20)		-	
		60.45		-
NET CASH GENERATED FROM OPERATING ACTIVITIES		580.76		(31.74)
B. CASH FLOW FROM INVESTING ACTIVITIES				
PAYMENTS FOR PROPERTY, PLANT AND EQUIPMENT	(0.20)		-	
PROCEEDS FROM SALE OF PROPERTY, PLANT AND EQUIPMENT	423.00		-	
NET CASH GENERATED FROM INVESTING ACTIVITIES		422.80		-
C. CASH FLOW FROM FINANCING ACTIVITIES				
LOAN GIVEN TO RELATED PARTY	(131.86)		-	
REPAYMENT OF LOAN FROM RELATED PARTY	-		34.33	
REPAYMENT OF OTHER FINANCIAL LIABILITIES	(874.00)		-	
NET CASH USED IN FINANCING ACTIVITIES		(1,005.86)		34.33
NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS		(2.30)		2.59
CASH AND CASH EQUIVALENT AT THE BEGINNING OF THE FINANCIAL YEAR		3.46		0.87
CASH AND CASH EQUIVALENT AT THE END OF THE FINANCIAL YEAR		1.16		3.46

See accompanying notes to the financial statements

As per our report of even date

For and on behalf of the Board of Directors

For M/s P.SURYANARAYANA & CO.,
Chartered Accountants
Firm Regn. No 009288S

D.V.MANO HAR
Chairman and Managing Director
DIN: 00223342

V.PADMANABHAM
Chief Financial Officer

P.SURYANARAYANA
Partner
Membership No. 201195

Place: Hyderabad
Date: June 29, 2020

Place: Hyderabad
Date: June 29, 2020

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

Notes to the financial statements

(Rupees in lakhs)

4 OTHER NON-CURRENT ASSETS

	As at March 31, 2020	As at March 31, 2019
Related parties	912.91	781.05
Deposits with Government Bodies	5.65	5.65
Other Advances and Deposits	57.53	57.53
Others	666.00	666.00
Total:	1,642.09	1,510.23
Secured, Considered good	-	-
Unsecured, Considered good	1,642.09	1,510.23
Doubtful	-	-

5 INVENTORIES

	As at March 31, 2020	As at March 31, 2019
Stock of Cylinders, Regulators, Steel and ACK Spares	-	562.94
Finished goods	-	1.61
Total:	-	564.55

6 CASH AND CASH EQUIVALENTS

	As at March 31, 2020	As at March 31, 2019
Cash & Cash Equivalents:		
<u>Balances with Banks:</u>		
- In Current Accounts	1.12	3.38
Cash on hand	0.04	0.08
Total:	1.16	3.46

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

Notes to the financial statements

(Rupees in lakhs)

7 LOANS

	As at March 31, 2020	As at March 31, 2019
Staff Advances & Employee Loans	0.01	0.01
Total:	0.01	0.01
Secured, Considered good	-	-
Unsecured, Considered good	0.01	0.01
Doubtful	-	-

8 OTHER CURRENT ASSETS

	As at March 31, 2020	As at March 31, 2019
Income Tax & TDS Refundable	9.08	9.08
GST Input	1.17	0.77
Total:	10.25	9.85
Secured, Considered good	-	-
Unsecured, Considered good	10.25	9.85
Doubtful	-	-

9 EQUITY SHARE CAPITAL

	As at March 31, 2020	As at March 31, 2019
Authorised:		
30,00,00,000 Equity Shares of Rs.2/- each	6,000.00	6,000.00
Total:	6,000.00	6,000.00
Issued & Subscribed Capital		
16,03,57,200 Equity Shares of Rs.2/- each	3,207.14	3,207.14
Total:	3,207.14	3,207.14
Paid up Capital:		
15,35,35,800 Equity Shares of Rs.2/- each, fully paid	3,070.72	3,070.72
Total:	3,070.72	3,070.72

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

Notes to the financial statements

(Rupees in lakhs)

Additional Notes:

i) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting period

	As at 31st March 2020	
	No. of shares	Amount
At the beginning of the period	153,535,800	3,070.72
Issued during the period	-	-
Outstanding at the end of the period	153,535,800	3,070.72

	As at 31st March 2019	
	No. of shares	Amount
At the beginning of the period	153,535,800	3,070.72
Issued during the period	-	-
Outstanding at the end of the period	153,535,800	3,070.72

ii) Rights, preferences and restrictions attached to equity shares

The company has one class of equity shares having a face value of Rs.2/- each. Each shareholder is eligible for one vote per share held.

iii) Details of shares in the Company held by each shareholder holding more than 5% shares.

Name of the Shareholder	% of Shareholding	No. of Shares
As at 31st March 2020		
1. D.V.Manohar	14.744	22,683,285
2. NRI Prosperity Limited	13.499	20,725,500
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)	12.160	18,677,580

iv) Bonus Shares

Equity shares allotted as fully paid bonus shares for the period of five years immediately preceding 31st March 2020 - Nil

10 OTHER EQUITY

	As at March 31, 2020	As at March 31, 2019
a) Capital Reserve:		
Per last Balance Sheet	102.32	102.32
b) Revaluation Reserve :		
Per last Balance Sheet	331.68	331.68
c) General Reserve:		
Per last Balance Sheet	224.81	224.81
d) Retained Earnings		
Opening Balance	(2,058.06)	(1,927.19)
Profit / (Loss) for the year	358.26	(130.87)
Closing Balance	(1,699.80)	(2,058.06)
Total:	(1,040.99)	(1,399.25)

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

Notes to the financial statements

(Rupees in lakhs)

11 OTHER FINANCIAL LIABILITIES

	As at March 31, 2020	As at March 31, 2019
Others	-	874.00
Total:	-	874.00
<u>Additional Notes:</u>		
Secured	-	-
Unsecured	-	874.00

12 TRADE PAYABLES

	As at March 31, 2020	As at March 31, 2019
Outstanding dues of Micro and Small Enterprises	-	-
Other than Micro and Small Enterprises	-	1.35
Total:	-	1.35

13 OTHER CURRENT LIABILITIES

	As at March 31, 2020	As at March 31, 2019
Other Payables	54.51	35.27
Total:	54.51	35.27

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

Notes to the financial statements

(Rupees in lakhs)

14 OTHER INCOME

	As at March 31, 2020	As at March 31, 2019
Liabilities no longer required written back	1.35	-
Total:	1.35	-

15 EMPLOYEE BENEFIT EXPENSES

	As at March 31, 2020	As at March 31, 2019
Salaries & Wages	30.39	31.47
<u>Contribution to Provident Fund & Other Funds:</u> Provident Fund, EPS & EDLI	0.67	0.82
Staff Welfare Expenses	0.04	0.03
Total:	31.10	32.32

16 OTHER EXPENSES

	As at March 31, 2020	As at March 31, 2019
Rates & Taxes	2.55	1.80
<u>Payments to Auditors:</u>		
As Auditors	0.60	0.60
For Taxation Matters	0.15	0.15
<u>Sundries:</u>		
Security Charges	1.92	2.66
Travelling Expenses	0.59	6.44
Advertisement & Publicity	0.86	0.37
Postage, Telephone & Internet	0.31	0.29
Printing & Stationery	0.19	0.09
Bank Charges & Commission	0.04	0.06
Legal & Professional Fees	6.03	2.41
Transport & Conveyance	0.77	0.72
Power and Fuel	0.06	0.09
Repairs & Maintenance	0.08	0.07
Listing Fee-BSE & NSE	6.37	5.85
Office Maintenance	3.39	2.81
Directors Sitting fee	1.54	1.62
RTA Charges	0.39	0.77
AGM & EGM Expenses	4.88	3.22
Miscellaneous Expenses	1.26	1.91
Total:	31.98	31.93

17 EXCEPTIONAL ITEMS

	As at March 31, 2020	As at March 31, 2019
Profit on sale of Land - Income	376.20	-
Forfeiture of Capital Advance - Income	625.00	-
Inventory written off - Expenditure	(564.55)	-
Total:	436.65	-

Sri Havisha Hospitality & Infrastructure Limited
(Formerly Shri Matre Power & Infrastructure Limited and Shri Shakti LPG Limited)
Notes to the financial statements

(Rupees in lakhs)

3 PROPERTY, PLANT AND EQUIPMENT

Description	Freehold Land/ Development	Freehold Buildings	Furniture, Fittings & Equipment	Plant and machinery	Total
Gross Carrying amount as ar 1st April 2019					
Cost as at 1st April 2019	471.01	-	39.02	1,393.46	1,903.49
Additions	-	-	0.20	-	0.20
Disposals	46.80	-	-	-	46.80
Cost as at 31st March 2020	424.21	-	39.22	1,393.46	1,856.89
Accumulated Depreciation as at 1st April 2019	-	-	38.95	1,370.56	1,409.51
Depreciation for the year ended 31st March 2020	-	-	0.11	16.55	16.66
Disposals	-	-	-	-	-
Accumulated Depreciation as at 31st March 2020	-	-	39.06	1,387.11	1,426.17
Net Carrying amount as at 31st March 2020	424.21	-	0.16	6.35	430.72
Net Carrying amount as at 31st March 2019	471.01	-	0.07	22.90	493.98

Description	Freehold Land/ Development	Freehold Buildings	Furniture, Fittings & Equipment	Plant and machinery	Total
Gross Carrying amount as at 1st April 2018					
Cost as at 1st April 2018	471.01	-	39.02	1,393.46	1,903.49
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Cost as at 31st March 2019	471.01	-	39.02	1,393.46	1,903.49
Accumulated Depreciation as at 1st April 2018	-	-	38.51	1,304.38	1,342.89
Depreciation for year ended 31st March 2019	-	-	0.44	66.18	66.62
Disposals	-	-	-	-	-
Accumulated Depreciation as at 31st March 2019	-	-	38.95	1,370.56	1,409.51
Net Carrying amount as at 31st March 2019	471.01	-	0.07	22.90	493.98
Net Carrying amount as at 31st March 2018	471.01	-	0.51	89.08	560.60

Sri Havisha Hospitality & Infrastructure Limited
(Formerly Shri Matre Power & Infrastructure Limited and Shri Shakti LPG Limited)
Statement of Changes in Equity for the Year ended March 31, 2020

(Rupees in lakhs)

A. Equity Share Capital

Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
3,070.72	-	3,070.72

B. Other Equity

	Reserves and Surplus				Revaluation Surplus	Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings		
Balance at the beginning of the reporting period	102.32	-	224.81	(2,058.06)	331.68	(1,399.25)
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	-	-	-	-	-	-
Any other change (to be specified)	-	-	-	358.26	-	358.26
Balance at the end of the reporting period	102.32	-	224.81	(1,699.80)	331.68	(1,040.99)



INDEPENDENT AUDITORS' LIMITED REVIEW REPORT ON THE UNAUDITED FINANCIAL RESULTS OF SRI HAVISHA HOSPITALITY & INFRASTRUCTURE LIMITED FOR THE QUARTER AND HALF YEAR ENDED 30th SEPTEMBER 2020

**To the Board of Directors of Sri Havisha Hospitality and Infrastructure Limited
(Formerly Shri Matre Power and Infrastructure Limited and Shri Shakti LPG Limited)**

1. We have reviewed the unaudited financial results of Sri Havisha Hospitality and Infrastructure Limited (formerly known as Shri Matre Power and Infrastructure Limited and Shri Shakti LPG Limited) (the "Company") for the quarter and half-year ended September 30, 2020 which are included in the accompanying statement of "Unaudited financial results for the quarter and half-year ended September 30, 2020, the statement of assets and liabilities as on that date and the statement of cash flows for the half-year ended on that date" (the "Statement"). The Statement has been prepared by the Company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations, 2015"), which has been signed by us for identification purposes. The Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement.
3. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Statement has not been prepared in all material respects in accordance with the applicable Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.



5. We draw your attention to Note-3 to the statement, which describes the management's assessment of the impact of the outbreak of Coronavirus (COVID-19) on the business operations of the Company. In view of the uncertain economic environment, a definitive assessment of the impact on the subsequent periods is highly dependent upon circumstances as they evolve.

Our conclusion is not modified in respect of this matter.

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



(P.SURYANARAYANA)

Partner

Membership No.201195

UDIN - 20201195AAAAQD6341

Place: Hyderabad

Date: November 11, 2020



MANAGEMENT DISCUSSION AND ANALYSIS

SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED (formerly known as SHRI MATRE POWER AND INFRASTRUCTURE LIMITED (SMPIL) & SHRI SHAKTI LPG LTD (SSLPG) was originally engaged in 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 in to developing LPG business as a largest Private Sector player, Company had to abandon that activity.

The Company has taken up suitable diversification activities in the field of hospitality, tourism & Public Bike Sharing.

OPPORTUNITIES AND THREATS :

Your company 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 was waived.
- b) Met OTS commitments and became DEBT FREE.
- c) Most of the fixed assets, other than land were disposed off and efforts are being made for realization of amounts and for sale of balance assets. The amount when realized will be the seed capital for future new businesses.

OUTLOOK

An area of Diversification for Sri Havisha Hospitality and 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.

The Board decided that hospitality and tourism industry is one area with considerable potential particularly in the State of Telangana. The Board accordingly obtained your approval to merge a Company in hospitality/public bike sharing with your Company and necessary statutory compliances are being attended to. The merger process is at an advanced stage with the Statutory Authority viz NCLT. Once the Statutory Approvals are received, new business operations can be commenced soon thereafter.

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 SYSTEM

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 profit/loss of Rs. 358.26 lakhs (previous year Loss of Rs. 130.87 lakhs).

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.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended)

**To,
The Members of
SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED
Hyderabad**

We have examined the relevant registers, records, forms, returns and disclosures produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

In our opinion and to the best of our information and according to our verifications on test basis (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of the company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

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

A.KRISHNA KUMAR
FCS: 5356
CP: 4707

Place: Hyderabad
Date: 05.12.2020
UDIN: **F005356B001410408**

Secretarial Audit Report

[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)]

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2020

To

M/s. SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED
(Formally Known as SHRI MATRE POWER & INFRASTRUCTURE LIMITED,)
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 & 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, 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 31st March, 2020, 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 31st March, 2020 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.,
 - (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 Takeovers) 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;
2. 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 Limited and national Stock Exchange limited.

3. 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 there under 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.
 - 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
4. 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 & in case of less than seven days the Company has taken shorter notice consent from Directors / Members of the Board/Committees 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.
5. 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.
6. 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,

A. KRISHNA KUMAR

FCS: 5356

CP :4707

Place: Hyderabad

Date: 02nd December, 2020

UDIN:F005356B001374416

KRISHNA KUMAR & ASSOCIATES

ANNEXURE to the Secretarial Audit Report dated 02-12-2020

To
M/s. Sri Havisha Hospitality & Infrastructure Limited
CIN: L40102TG1993PLC015988
Hyderabad.

SL. NO.	APPLICABLE LAWS, ACT, REGULATIONS AS PER THE INFORMATION PROVIDED BY THE COMPANY UNDER MAJOR HEAD/GROUP.
1	The Companies Act, 2013
2	Foreign Exchange Management Act,1999
3	The Securities Contracts (Regulation) Act, 1956
4	The Depositories Act, 1996
5	The Payment of Wages Act, 1936
6	The Minimum Wages Act, 1948
7	The Employees Compensation Act, 1923
8	The Employees Provident Fund and Miscellaneous Provisions Act, 1952
9	The Payment of Bonus Act, 1965
10	The payment of Gratuity Act,1972
11	Equal Remuneration Act, 1976
12	The Environment Protection Act, 1986
13	Labour Laws and allied laws both State and Central Labour Departments
14	The ESI Act
15	Industry related Specific Acts/ Laws 1.The Electricity Act, 2000 2. National Tariff Policy 3. Essential Commodities Act, 1955 4. Explosives Act, 1884

For KRISHNA KUMAR & ASSOCIATES,
Company Secretaries,

A.KRISHNA KUMAR
Proprietor
FCS: 5356
COP: 4707

Place : Hyderabad
Dated: 02 nd December, 2020

KRISHNA KUMAR A, FCS



**KRISHNA KUMAR &
ASSOCIATES
COMPANY
SECRETARIES**

H. No 2-2-114/27, New
Nallakunta
HYDERABAD-500044, TS
Ph.9849064163
E mail
akkfcs@yahoo.co.in

Annexure

(to the Secretarial Report of M/s. Sri Havisha Hospitality & Infrastructure
Limited
for the FY 2019-20)

To

M/s. Sri Havisha Hospitality & Infrastructure Limited
CIN: L40102TG1993PLC015988
Hyderabad.

Dear Sirs,

Sub: Annexure – III to the Secretarial Audit Report to your Company for the
FY 2019-20.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial

records and Books of Accounts of the company.

4. Where-ever required, we have obtained the Management oral representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For KRISHNA KUMAR & ASSOCIATES,
Company Secretaries,

A KRISHNA KUMAR

Proprietor

FCS: 5356

CP :4707

Dated: 02 nd December, 2020

UDIN:F005356B001374416

REPORT ON CORPORATE GOVERNANCE

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

In accordance with 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:

COMPANY'S PHILOSOPHY

Sri Havisha Hospitality and Infrastructure Limited 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 Ltd. 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.

BOARD OF DIRECTORS

a) Composition And Category Of Directors:

Our Company has optimum combination of Executive and Non Executive Directors (NED) with at least one Woman Director and not less than fifty per cent Non Executive Directors of total strength of the Board.

The Composition of the Board of Directors of the Company is in conformity with Regulation 17 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 149 of the Companies Act, 2013 ('Act').

Independent Directors are NED(s) as defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act along with Rules framed there under. In terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

The Board is at the core of our Corporate Governance practices and oversees and ensures that the Management serves and protects the long-term interest of all our stakeholders. We believe that an active, well-informed and Independent Board is necessary to ensure the highest standards of Corporate Governance.

SIZE AND COMPOSITION OF THE BOARD

The Board comprised of Eight (8) Directors, at the beginning of the financial year, 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, One (1) Promoter and Executive, One (1) Non-Independent Director and One (1) Promoter and Non-Independent Director.

During the Year One Director of the Company has passed away due to his prolonged illness and his office stand vacated and another Independent Director due to his health issue resigned from the office of the Company.

The Company has appointed one Additional Independent Director with effect From 29th Day of June, 2019.

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.

Category of Directorship	Name of the Director	Attendance Particulars at		Other Directorship		Other Committee	
		BM	AGM	No. of other Other Directorships	Names of the listed entities (other than this co.) where the Director of the Company is a Director and the category of Directorship	Membership	Chairmanship
Promoter Executive Director, Chairperson, MD	Mr. D V MANOHAR	5	yes	7	0	3	0
Non-Executive - Independent Director	Mr. RODDAM PRABHAKAR RAO	3	yes	0	0	0	0
Non-Executive - Independent Director	Mr. BINOD KUMAR SINHA	4	No	1	0	3	1
Non-Executive - Independent Director	Mr. VUPPU SUBRAHMANYAM	2	No	0	0	3	2

Non-Executive - Independent Director	Mr. ABBURI PANDURANGA VITTHAL	3	yes	0	0	0	0
Non-Executive - Non Independent Director	Ms. DEEKSHITA DONTAMSETT I	4	yes	1		0	0
Non-Executive - Independent Director	Mr. GORANTLA GOVINDAIAH	1	No	2	0	0	0
Non-Executive - Non Independent Director	Mr. ANNAIAHSETT Y BALSETTI	1	No	0	0	0	0
Non-Executive - Independent Director	Mr. Abhaya Shankar	-	-	1	0	3	0

- Mr. Panduranga Vittal passed away suddenly and consequently his office of Independent Director stood vacated from 22nd Day of November 2019.
- Mr. Roddam Prabhakar Rao has resigned from his office of Independent Director on health grounds.
- Gorantla Govindaiah (DIN-00139453) has resigned from the office of Director of the Company on 26th Day of September 2019.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Training & Familiarisation Programme

The Company conducts Familiarization Programme for the Independent Directors (ID) to enable them to familiarize with the Company, its Management and its operations so as to gain a clear understanding of their roles, rights and responsibilities for the purpose of contributing significantly towards the growth of the Company. They are given full opportunity to interact with Senior Management Personnel and are provided with all the documents required and/or sought by them to have a good understanding of the Company, its business model and various operations, products, organization structure and the industry of which it is a part. The IDs are also provided with an opportunity to visit the Company's plants. The initiatives undertaken by the Company in this respect has been disclosed on the website of the Company. <https://www.shrishakti.com/other-disclosures/familiarization-of-independent-directors.html>

DIRECTORS QUALIFICATIONS, SKILLS, EXPERTISE, COMPETENCIES AND ATTRIBUTES

The Board Diversity Policy of the Company requires the Board to have a balance of skills, industry experience, expertise and diversity of perspectives appropriate to the Company which would strengthen the Corporate Governance structure in the Company. The Company currently has a right mix of Directors on the Board who possess the requisite qualifications, experience and expertise across multiple domains which facilitates quality decision making and enables them to contribute effectively to the Company in their capacity as Directors of the Company, more specifically in the areas of:

- a) Industry Knowledge and experience – knowledge of industry, sector and changes in industry specific policy.
- b) Knowledge of Company - understand the Company's business, policies, and culture (including its mission, vision, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities).
- c) Technical/Professional Skills and experience in the areas of Finance, Banking, Safety & Corporate Social Responsibility and allied fields, projects, accounting, law, general corporate management and strategy development and implementation to assist the ongoing aspects of the business.
- d) Behavioral Competencies - attributes and skills to use their knowledge and experience to function well as team members and to interact with key stakeholders.

CONFIRMATION OF THE BOARD FOR INDEPENDENT DIRECTORS

Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

DETAILED REASONS FOR THE RESIGNATION OF AN INDEPENDENT DIRECTOR

- Mr. Panduranga Vittal passed away suddenly and consequently his office of Independent Director stood vacated from 22nd Day of November 2019.
- Mr. Roddam Prabhakar Rao has resigned from his office of Independent Director on health grounds.
- Gorantla Govindaiah (DIN-00139453) has resigned from the office of Director of the Company on 26th Day of September 2019.

SELECTION OF NEW DIRECTORS AND BOARD MEMBERSHIP CRITERIA

The Nomination and Remuneration Committee ('NRC') assists the Board to determine the appropriate qualifications, positive attributes, characteristics, skills and experience required for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience in business, government, education and public service

BOARD MEETINGS:

The information as required under Regulation 17(7) read with Schedule II Part A of the Listing Regulations, as amended, is made available to the Board. The agenda and explanatory notes are sent to the Board in advance. The Board meets at least once in a quarter to review the quarterly financial results and other items on the agenda. Additional meetings are held, when necessary. Committees of the Board meet before the Board Meeting, or whenever the need arises for transacting business.

The recommendations of the Committees are placed before the Board for necessary approval and/or noting. During the Financial Year 2019-20, Five (5) Board Meetings were held on : 25 May 2019, 09 Aug 2019, 28 Sep 2019, 09

Nov 2019 and 14 Feb 2020. The gap between any two consecutive Board Meetings during this period did not exceed 120 days.

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. All relevant information as required under Schedule II of the SEBI (LODR) Regulations, 2015 was placed before the Board from time to time.

SHARES HELD BY INDEPENDENT & NON-EXECUTIVE DIRECTORS:

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

DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT:

1. Company has appointed Shri Abhaya Shankar (DIN-00008378) as an additional Independent Director on the Board of the Company.
2. Ms. Deekhsita Dontamsetti (DIN-06941753), retires by rotation at the ensuing AGM and being eligible, seeks re-appointment.
3. Mr. Gorantla Govindaiah (DIN- 00139453) the Director of the Company has resigned from his office with effect from 26th Day of September, 2019.

SEPARATE MEETING OF INDEPENDENT DIRECTORS:

Pursuant to the provisions of Section 149(8) read with Schedule IV of the Act and Regulations 25(3) & 25(4) of the Listing Regulations, a Meeting of the Independent Directors was convened on March 13, 2020 without the presence of Non-Independent Directors and Members of the Management to discuss and review:

- a) The performance of the Chairman, Non – Independent Directors and the Board.

- b) the quality, quantity and timeliness of flow of information between the Company,

Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. All the Independent Directors were Present at the Meeting.

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.

BOARD COMMITTEES

The Board has constituted following committees

1. AUDIT COMMITTEE TERMS OF REFERENCE:

The terms of reference of this Committee cover the matters as specified for Audit Committees under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also as per the provisions of Section 177 of the Companies Act, 2013.

The Company Secretary acts as the Secretary to the Committee. The Internal Auditor reports functionally to the Audit Committee. The Executive Director(s) and Senior Management of the Company also attend the Meetings as invitees whenever required to address concerns raised by the Committee Members.

TERMS OF REFERENCE

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and, inter alia, performs the following functions:

- overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;

- reviewing and examining with management the Quarterly Financial Results before submission to the Board;
- reviewing and examining with management the Annual Financial Statements before submission to the Board and the auditors' report thereon before submission to the board for approval with particular reference to:
 - (a) matters required to be included in the Director's Responsibility Statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report; •
- scrutiny of inter-corporate loans and investments made by the Company;
- reviewing with management the annual financial statements as well as investments made by the unlisted subsidiary companies;
- reviewing, approving or subsequently modifying any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;
- approving the appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- recommending the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- reviewing management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- discussing with Statutory Auditors, before the commencement of audit, on the nature and scope of audit as well as having post-audit discussion to ascertain area of concern, if any;
- reviewing with management, Statutory Auditors and Internal Auditor, the adequacy of internal control systems;
- reviewing the financial statements, in particular, the investments made by the unlisted subsidiaries;

- reviewing the appointment, removal and terms of remuneration of the Internal Auditor.
- reviewing the adequacy of internal audit function and discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues;
- evaluating internal financial controls and risk management systems;
- evaluating 'undertaking or assets' of the Company, wherever it is necessary;
- reviewing the functioning of the Whistle Blowing mechanism

COMPOSITION, NAME OF MEMBERS AND CHAIRPERSON

The Audit Committee met four (4) times during the year on During the Financial Year 2019-20, Four (4) Board Meetings were held on : 25 May 2019, 09 Aug 2019, , 09 Nov 2019 and 14 Feb 2020 also the gap between two meetings does not exceed one hundred twenty days. The necessary quorum was present for all the meetings.

The Composition of the Audit Committee is as follows:

S.No	Name of the Audit Committee Member	Designation	No. of Meetings held	No. of Meetings Attended
1	Mr. V. Subrahmanyam (Independent Director)	Chairman	04	02
2	Mr. A.P. Vitthal (Independent Director)	Member	04	03
3	Mr. B.K. Sinha (Independent Director)	Member	04	04
4	Mr. D.V. Manohar (Chairman & Managing Director)	Member	04	04

- Mr. Panduranga Vittal passed away suddenly and consequently his office of Independent Director stood vacated from 22nd Day of November, 2019.

2. NOMINATION & REMUNERATION COMMITTEE

The terms of reference of this Committee cover the matters as specified for Nomination and Remuneration Committees ("NRC") under Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The NRC also discharges the Board's responsibilities relating to compensation

of the Company's Executive Directors and Senior Management. Terms of Reference of the committee inter-alia includes:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other functions as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

Composition and other details

The Remuneration Committee consists of three independent directors and one Promoter Director as follows:

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

- Mr. Panduranga Vittal passed away due to his prolonged illness and consequently his office of Independent Director stood vacated from 22nd Day of November, 2019.

3. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee or Stakeholders' Grievance Committee ('SRC') oversees the mechanism of redressal of grievances of our shareholders. The Committee also

- a) Reviews the resolution of the grievances of shareholders.
- b) Oversees and reviews all matters related to the transfer of securities of the Company and with respect to dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund.
- c) Recommends measures for overall improvement of the quality of investor services.
- d) Suggests and drives implementation of various stakeholder-friendly initiatives.

S.No	Name of the Shareholder Relationship Committee	Designation	No. of Meetings held	No. of Meetings Attended
1	Mr. B.K. Sinha (Independent Director)	Chairman	4	4
2	Mr. V. Subrahmanyam (Independent Director)	Member	4	2
3	Mr. A.P. Vitthal (Independent Director)	Member	4	3
4	Mr. D.V. Manohar (Chairman & Managing Director)	Member	4	4

**the office of Mr. A.P. Vitthal is vacated after 22nd Day of November 2019 due to his sudden demise.

VENUE AND TIME OF THE LAST THREE ANNUAL GENERAL MEETINGS

Date	Venue	Time	No. of Special Resolutions	Members present by	
				Person	Proxy
28.09.2019	Hari Hara Kala Bhavan, S.P.Road, Near Patny Circle, Secunderabad	11:00 a.m.	4	47	Nil
27.09.2018	Hari Hara Kala Bhavan, S.P.Road, Near Patny Circle, Secunderabad	11:00 a.m.	Nil	58	Nil

27.09.2017	Hari Hara Kala Bhavan, S.P.Road, Near Patny Circle, Secunderabad	11:00 a.m.	3	127	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. 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 behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.

GENERAL SHAREHOLDERS INFORMATION

(a) Annual General Meeting

27th Annual General Meeting of the Company will be held through video conferencing or other audio visual mode on Wednesday 30th Day of December, 2020 at 11:00

(b) Financial results were approved as follows :

Un-audited Financial results for –

First Quarter 09th August, 2019
Second Quarter 09th November, 2019
Third Quarter 14th February 2020

(c) Book **Fourth Quarter** 29th June, 2020 (Audited)
closure on 24th Day of December 2020

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

a) **BSE Ltd.** and **National Stock Exchange** of India Ltd.

Depository for Equity Shares NSDL and CDSL

ISIN for the Company's Equity Shares INE 293B01029

STOCK CODE

BSE: 531322

NSE: HAVISHA

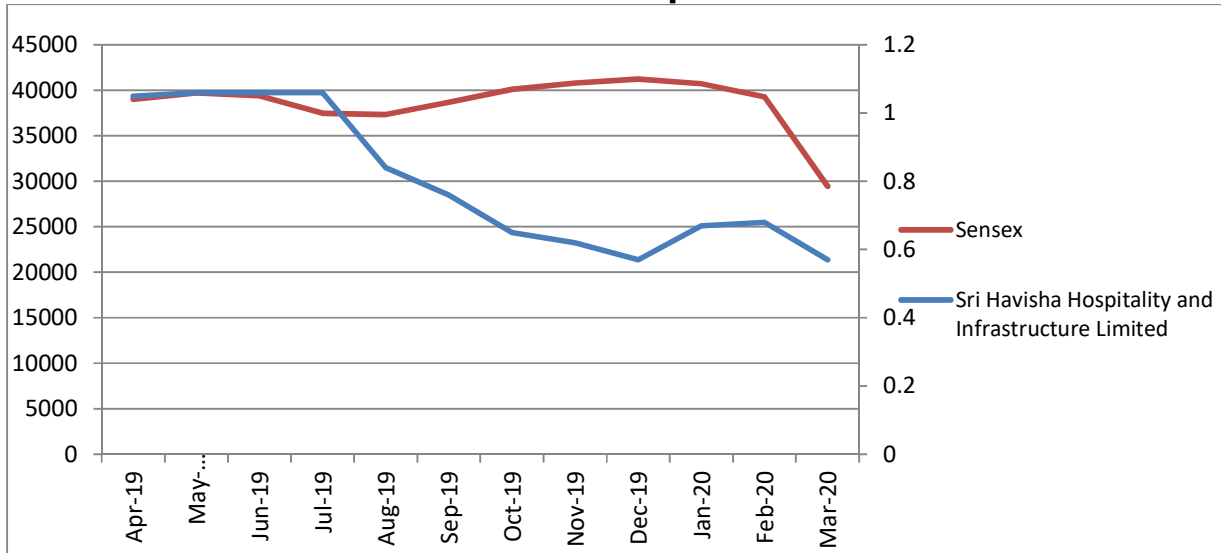
MARKET PRICE DATA:

From 01.04.2019 to 31.03.2020

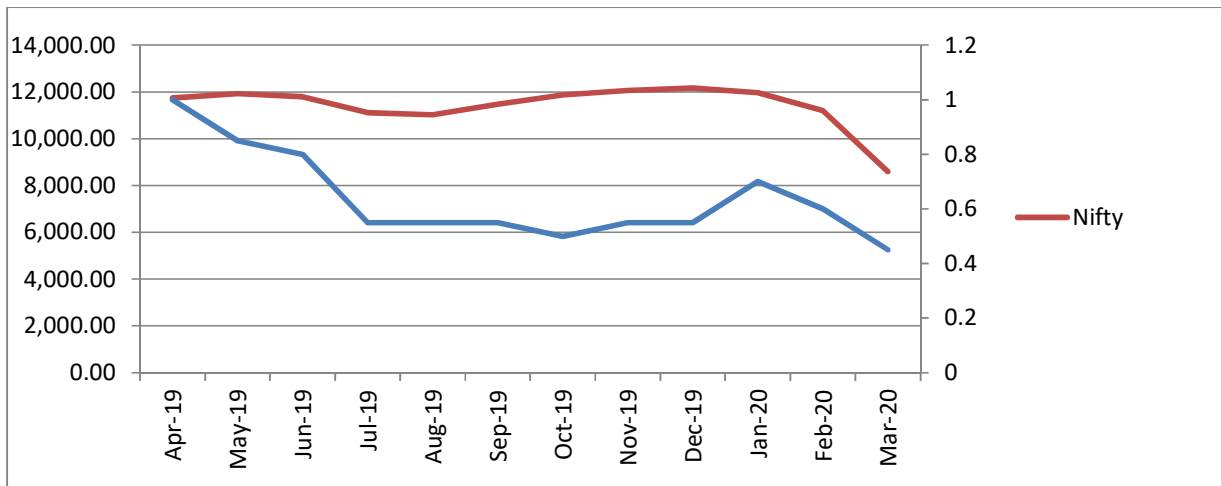
Market Information Month	BSE		NSE	
	High	Low	High	Low
Apr-19	1.5	0.98	1.4	0.9
May-19	1.13	1	1.05	0.85
Jun-19	1.06	1.06	0.95	0.7
Jul-19	-	-	0.9	0.55
Aug-19	1.01	0.84	0.9	0.5
Sep-19	0.8	0.76	0.75	0.5
Oct-19	0.73	0.61	0.65	0.35
Nov-19	0.73	0.58	0.7	0.5
Dec-19	0.6	0.53	0.6	0.45
Jan-20	0.67	0.53	0.85	0.45
Feb-20	0.7	0.62	0.7	0.55

Mar-20	0.7	0.56	0.65	0.35
---------------	-----	------	------	------

Price chart as per BSE



Price Chart as Per NSE



REGISTRAR AND SHARE TRANSFER AGENT (RTA):

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.

XL SOFTECH SYSTEMS LIMITED, 3, Sagar Society, Banjara Hills, Hyderabad, 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		Shareholders		Share Amount	
(Rs.)		Nos.	%	In Rs.	%
Upto	5,000	1350	11.86	594502	0.19
5,001	10,000	1223	10.74	1724290	0.56
10,001	20,000	4065	35.71	12299634	4.01
20,001	30,000	2383	20.93	13146738	4.28
30,001	40,000	243	2.13	1727560	0.56
40,001	50,000	287	2.52	2565942	0.84
50,001	1,00,000	902	7.92	12185596	3.97
1,00,001	& Above	931	8.18	262827338	85.59
Total		11384	100	307071600	100

OUTSTANDING GDRs/ADRs etc.:

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

REGISTERED OFFICE/ADDRESS FOR CORRESPONDENCE:

SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED
Venus Plaza, Begumpet, Hyderabad-500 016
Phone: 040-27902929 / Fax: 040-27908989
Email: cs@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 2019-20.

**By Order of the Board
For Sri Havisha Hospitality And
nfrastructure Limited**

PLACE: HYDERABAD
DATE: 06.12.2020

D.V.MANO HAR
CHAIRMAN & MANAGING
DIRECTOR

AUDITORS' 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 31.03.2020 as per the relevant provisions of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from 1st April 2019 to 31st March 2020.

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 except late compliance of certain provisions 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

A.KRISHNA KUMAR
FCS: 5356
CP: 4707

Place: Hyderabad
Date: 05.12.2020
UDIN:F005356B001409418