

SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED

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

CIN : L40102TG1993PLC015988

TRIBUNAL CONVENED MEETING OF EQUITY SHAREHOLDERS OF SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED CONVENED PURSUANT TO THE ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, BENCH AT HYDERABAD

The meeting of Equity Shareholders of Sri Havisha Hospitality And Infrastructure Limited convened pursuant to the Order of the Hon'ble National Company Law Tribunal ("NCLT"), Bench at Hyderabad, dated October 31, 2019 & December 19, 2019, held on Saturday, February 15, 2020 at 3.00 P.M. at The Manohar Hotel, Crystal Palace, Old Airport Exit Road, Begumpet, Hyderabad – 500 016, Telangana.

The following were in attendance:

1. Mr. Bhupesh - Chairperson of the Meeting
2. Mr. Pramod Maligi - Scrutinizer for the meeting
3. Mr. DV Manohar - Chairman & Managing Director
4. Mr. Padmanabham Vaddamani - Chief Financial Officer
5. Ms. Asfia Moin - Company Secretary

Members Present at the meeting:

- 1) In Person - 76
- 2) By Proxy – 3

Mr. Bhupesh, who was appointed as the Chairman of the meeting pursuant to the Order of the Hon'ble NCLT, Bench at Hyderabad, dated October 31, 2019, took the chair. Since the quorum of 50 members as specified in the aforesaid Order of the NCL T was present, the Chairman called the meeting to order and conducted the proceedings of the Meeting.

The Chairman briefed the Members about the background of the agenda of the meeting and informed that the meeting is being held to consider Scheme of Arrangement pursuant to the provision of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and enabling provisions in the Memorandum and Articles of Association of the Company and subject to compliance with various Securities and Exchange Board of India (SEBI) Regulations including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, SEBI Circular No. CFD/DIL3/CIR/2018/2 dated January 3, 2018 and the observation letter issued by BSE Limited dated 26 March 2019 and the observation letter dated 02 April 2019 issued by National Stock Exchange of India Limited and other applicable laws/regulations/rules and the sanction of the National Company Law Tribunal, Hyderabad Bench ("NCLT" or



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“Tribunal”) and/or such other competent authority, as may be applicable, and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the merger embodied in the Scheme of Arrangement between Shri Shakti Resorts and Hotels Limited (‘Transferor Company’) and Sri Havisha Hospitality And Infrastructure Limited (‘Transferee Company’) and their respective shareholders and creditors (‘Scheme’) (‘Scheme’.

The Chairman requested Mr. DV Manohar, Chairman & Managing Director of the company to give the background of the proposed Merger. Mr. DV Manohar briefed members about the same. Thereafter there was a question & Answer section in which most of the members participated. Mr. DV Manohar answered all the question from the shareholders to their satisfaction.

The Chairman informed that the Hon'ble NCLT had appointed Mr. Pramod Maligi, Advocate, as the Scrutinizer for the meeting. The Chairman informed the Members that pursuant to the provisions of Companies Act, 2013, all Members had been provided the facility to vote by remote e-voting which remained open from 15th January 2020 at 9.00 AM IST to 14th February 2020 at 5.00 PM IST. He further mentioned that those Members who could not vote by remote e-voting may cast their vote by way of poll through the physical ballot paper made available at the venue of the meeting.

With the permission of the members, the Chairman considered the Notice of the meeting dated 7th January 2020, as read.

The following item of business as per the notice of the meeting was transacted –

1. To consider and approve the Scheme of Arrangement between Shri Shakti Resorts and Hotels Limited (‘Transferor Company’) and Sri Havisha Hospitality And Infrastructure Limited (‘Transferee Company’) and their respective shareholders and creditors (‘Scheme’).

At the request of the Chairman, Members voted on the resolution by way of poll through the physical ballot paper made available at the meeting. Thereafter, the Chairman thanked the Members for participating in the meeting and informed that combined results of e-voting and postal ballot and polling at the Tribunal convened meeting will be informed to the Company officials for announcing and displaying on the website of the Company and its submission to the stock exchanges as per the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, while reporting the same to the Hon'ble Tribunal.



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