

SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED

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

CIN: L40102TG1993PLC015988

Date: 06th September, 2019

BSE Limited The Department of Corporate Services-CRD, P.J.Towers, Dalal Street, MUMBAI - 400 001	National Stock Exchange of India Ltd 5 th floor, Exchange Plaza Bandra (E), MUMBAI - 400 051
Scrip Code: 531322	Scrip Symbol: HAVISHA

Dear Sir/Madam,

Sub: Notice of the 26th Annual General Meeting - Reg.

Please find enclosed, a copy of the Notice dated 09th August, 2019 convening the 26th Annual General Meeting of the members of Sri Havisha Hospitality and Infrastructure Limited (formerly Shri Matre Power and Infrastructure Limited and Shri Shakti LPG Limited) scheduled to be held on Saturday, the 28th September, 2019 at 11:00 a.m. at Hari Hara Kala Bhavan, S.P. Road, Secunderabad-500003, Telangana, India.

In terms of Listing regulations, the Company is providing e-voting facility to members through NSDL. E-voting will be available from Wednesday, 25th September, 2019 (10:00 a.m.) and ends on Friday, 27th September, 2019 at (5:00 p.m.) and shall not be available thereafter. Pursuant to the Listing Regulations the company is providing remote e-voting facilities to the shareholders whose name appear in the register of member as on 21st September, 2019 (cut-off date) may cast their vote electronically.

Mr. A. Krishna Kumar, M/s Krishna Kumar & Associates, Practicing company secretary has been appointed as scrutinizer for the e-voting or ballot/poll for counting.


In case of any queries/ clarifications related to e-voting/Ballot form, members can contact XI Softech Systems Ltd, RTA of the Company.

This may be treated as Compliance Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You,

Yours faithfully,

For Sri Havisha Hospitality and Infrastructure Limited


Ch. Mallikarjuna

Company Secretary & Compliance Officer



Venus Plaza, Begumpet, Hyderabad 500 016, INDIA

Tel. +91 40 27902929, 27905656, website: www.Shrishakti.com, Email: info@shrishakti.com

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

NOTICE

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

ORDINARY BUSINESS :

Item No. 1 - Adoption of Audited Standalone Financial Statements

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

Item No. 2 - Re-appointment of a Director

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

SPECIAL BUSINESS :

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

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

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

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

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

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

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

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

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

PART I

(a) Salary :

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

PART II

PERQUISITES :

Category A :

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

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

Category B :

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

Category C:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Sd/-

PLACE : HYDERABAD
DATE : 09-08-2019

D.V.Manohar
Chairman & Managing Director

NOTE :

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

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

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

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

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

The instructions for members for voting electronically are as under :

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

Voting through electronic means

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

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

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

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

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

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

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

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

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

PLACE : HYDERABAD

DATE : 09-08-2019

Sd/-
D.V.Manohar
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 SECOND ANNUAL GENERAL MEETING OF THE COMPANY

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

He is not having any shareholding in the Company.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

He is not having any shareholding in the Company.

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

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

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

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

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

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

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

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

He is not having any shareholding in the Company.

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

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

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

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

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

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

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

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

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

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

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

By Order of the Board

For Sri Havisha Hospitality and Infrastructure Limited

Sd/-

D.V.Manohar

Chairman & Managing Director

PLACE : HYDERABAD

DATE : 09-08-2019

ATTENDANCE SLIP
26th Annual General Meeting

SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LTD

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

CIN L40102TG1993PLC015988

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

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

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

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

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

Member's/Proxy Signature

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

26th Annual General Meeting

SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LTD

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

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PROXY FORM

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

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

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

FORM NO. MGT - 11

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

Name of the Member (s)

Email id :

Registered Address

Folio No/Client id

DP ID*

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

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

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

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

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

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

Signature of Shareholder

Signature of Proxy holder(s)

Note :

The Proxy need not be a member of the Company.

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