

SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED

(Formerly Shri Matre Power & Infrastructure Limited & Shri Shakti LPG Limited)

CIN: L40102TG1993PLC015988

Date: 19.05.2023

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot No: C/1, G Block,
Bandra Kurla Complex - Bandra (E),
Mumbai -400051
Scrip Code: HAVISHA

To,
BSE Limited
P.J Towers,
Dalal Street,
Mumbai - 400023
SCRIP CODE: 531322

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2023 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019, dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report issued by Krishna Kumar & Associates, Practising Company Secretaries, for the year ended March 31, 2023.

You are requested to kindly take the above information on records.

Thanking You,

For and on behalf of
Sri Havisha Hospitality And Infrastructure Limited

SONU Digitally signed
by SONU KUMAR
Date: 2023.05.19
14:09:58 +05'30'
KUMAR

Sonu Kumar
Company Secretary & Compliance Officer

Venus Plaza, Begumpet, Hyderabad 500016, INDIA

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



**SECRETARIAL COMPLIANCE REPORT OF SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023.**

We, Krishna Kumar & Associates, Company Secretaries in practice have examined :

- (a) all the documents and records made available to us and explanation provided by M/s. Sri Havisha Hospitality and Infrastructure Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,
for the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of :
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;-NA
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;--NA
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;-NA
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;-NA
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;-NA
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;-NA
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) and circulars/ guidelines issued thereunder as applicable to the listed entity

and based on the verification done on test basis and explanations given by the Management of the Company,



We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) • are accurate and specific which re- directs to the relevant document(s)/ section of the website 	Yes	
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	



8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p>NA</p> <p>As per the explanations given by the management of the related party transactions appeared to have entered into by the company during the period under review</p>	<p>The Company has taken approval of the Members for entering into related parties as and when required, in the AGM held on 12.08.2022 and the same is valid till next AGM to be held in 2023 (Ref:SEBI/HO/CFD/CMD 1/CIR/P/2022/47 dated April 08, 2022</p>
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<p>Yes</p>	
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	<p>Yes</p>	
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).</p>	<p>Yes</p>	
12.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	<p>Yes</p>	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		



	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>	NA	
	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	



(a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ Circular No	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Re- marks
1	Regulation 17(1) Composition of the Board of Directors for the quarter ended 30 th June 22	Regulation 17(1) of LODR	Composition of Board of Directors for the quarter ended June 2022 is not as per Regulation 17(1) deviation period From 1 st April to 12 th May 2022	BSE & NSE	Imposed Fine by NSE & BSE.	The Company has appointed two Non-Independent Directors and one Independent Director in the Board Meeting held on February 14, 2022 there by deviating Regulation 17(1) period 1 st April 22 to 12 th May 22	Rs 247800 (Non-including GST of Rs 37800/-)	The Company has appointed one more Independent Director on 13 th May, 2022 itself for complying with the Regulation 17(1).	The management has ensured to take all possible measures to avoid non compliance in future	The company should strictly comply with the Regulation 17(1) of LODR
2	Regulation 17(1A) Appointment of non-continuation of executive director who has attained the age of seventy-five years- for the quarter ended 30 th June 22	Regulation 17(1A)	Appointment of non-executive director who has attained the age of seventy-five years by the Board without approval of General Meeting-deviation period From 1 st April to 10 th May 2022	BSE & NSE	Imposed Fine by the NSE & BSE	The Company has appointed one Non-Executive Independent Director in the Board Meeting held on February 14, 2022 there by deviating Regulation 17(1A) Period 1 st April to 10 th May 22	Fine of Rs 94,400/- including GST of Rs 14,400/- was imposed by the NSE & BSE.	The company has convened an Extraordinary General Meeting on May 11, 2022 and has passed the necessary Special Resolution for the ratification of appointment of Prof.Sydney Prabhu	The management has ensured to take all possible measures to avoid non compliance in future	The company should strictly comply with the Regulation 17(1A) of LODR



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

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Non Compliance of Regulation 17(1) & Regulation 17(1A) of SEBI LODR Regulations-2015- for the last quarter ended 31.03.2022	Regulation 17(1) & Regulation 17(1A) of SEBI LODR	Minor deviation for few days- Deviation period 14 th Feb 22 to 31 st March 22	BSE & NSE	Imposed Fine by the NSE & BSE	The Company has appointed two Non-Independent Directors and one Independent Director in the Board Meeting held on February 14, 2022 there by deviating Regulation 17(1) for few days-from 14 th Feb 22 to 31 st March 22	Fine of Rs 379960/- (including GST of Rs 57960/-)	The management has ensured to take all possible measures to avoid non compliance in future	The company has made an application to BSE & NSE for waiver of Fines	No further correspondence from BSE/ NSE

For KRISHNA KUMAR & ASSOCIATES,

Company Secretaries,
A. KRISHNA KUMAR

Proprietor

FCS: 5356 CP :4707

Peer reviewed Unit: 3017/2023

Date: 16/05/2023

UDIN: F005356E000318900

