

# **SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED**

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

**CIN: L40102TG1993PLC015988**

To,  
The Secretary,  
Listing Department  
BSE Limited P.J Towers,  
Dalal Street, Fort,  
Mumbai - 400 001  
**SCRIP CODE: 531322**

To,  
The Manager,  
Listing Department,  
National Stock Exchange of India Limited Exchange  
Plaza. 5th Floor, Plot No. C/1, G Block Bandra-Kurla  
Complex, Bandra (E), Mumbai-400051, Maharashtra.  
**SYMBOL: HAVISHA**

**Respected Sir / Madam,**

**Subject: SUBMISSION OF NOTICE OF THE 29TH ANNUAL GENERAL MEETING OF SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED ("THE COMPANY") ALONGWITH THE ANNUAL REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022**

Pursuant to Regulations 30 and 34(1)(a) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), we hereby enclose the Notice of the 29th Annual General Meeting (the "AGM") of Sri Havisha Hospitality and Infrastructure Limited (the "Company") to be held on Friday, August 12, 2022 at 03.30 P.M. (IST) through Video Conferencing or Other Audio Visual Means along with the Annual Report of the Company for the Financial Year ended March 31, 2022.

The Company has engaged the services of NSDL to provide remote e-Voting facility and e-Voting facility during the AGM. The remote e-Voting period will commence on Tuesday, August 09, 2022 (9:00 A.M. IST) and will end on Thursday, August 11, 2022 (5:00 P.M. IST). During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date, i.e. Friday, August 5, 2022, may cast their votes. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, August 5, 2022 being the cut-off date, are entitled to vote on the Resolutions set forth in the said Notice.

**Venus Plaza, Begumpet, Hyderabad 500 016, INDIA**

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

# **SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED**

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

**CIN: L40102TG1993PLC015988**

The said Notice which forms part of the Annual Report for the Financial Year ended March 31, 2022 is being sent only through e-mail to the shareholders of the Company at their registered e-mail addresses and the same has also been uploaded on the website of the Company under the web-link <https://shrishakti.com/AGM-2022.html>

We request you to take the above information on record.

**Thanking You,  
Yours Faithfully,  
For Sri Havisha Hospitality and Infrastructure Ltd**

*Rahul Jain*

**Rahul Jain  
Company Secretary and Compliance Officer  
Membership No- A 62949  
Date: July 21, 2022  
Place: Hyderabad**



## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE TWENTY NINETH (29TH) ANNUAL GENERAL MEETING OF SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED WILL BE HELD ON FRIDAY THE 12<sup>TH</sup> AUGUST, 2022 AT 03.30 PM THROUGH TWO WAY VIDEO CONFERENCING (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES:**

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### **ORDINARY BUSINESS:**

1. To receive, consider, approve and adopt The Audited Financial Statements for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in the place of Ms. Deekshita Dontamsetti (DIN-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.
3. **Re- Appointment of the Statutory Auditor of the Company.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, M/s. P. Suryanarayana & Co., Chartered Accountants, (Firm Registration No.009288S), be and is hereby re-appointed as the Statutory Auditors of the Company, for the second term of 5(Five) years *i.e.* from the conclusion of this 29th Annual General Meeting until the conclusion of 34th Annual General Meeting to be held in the year 2027 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

**SPECIAL BUSINESS:**

**4. Appointment of Mr. Polepeddi Sathyanarayana (DIN: 03531819) 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, 152 read with Schedule IV, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) read along with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Polepeddi Sathyanarayana (DIN-03531819) who was appointed as an Additional Independent Director of the Company by passing Resolution by circulation, with effect from May 13, 2022 and who holds office up to the date of Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 and has submitted a Declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations along with his consent to such appointment, being eligible, be and is hereby appointed as an Independent Director of the Company not liable to retire to by rotation for the term of 5 (Five) consecutive years commencing from May 13, 2022 to May 12, 2027.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**5. Approval for Remuneration to be paid to Mr. Venkat Manohar Dontamsetti (DIN-00223342) Managing Director of the Company**

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder read with Schedule V to the Act (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be imposed or prescribed by any of the Authorities while granting such approvals, permissions and sanctions, the consent of the Members of the Company, be and is hereby accorded for

remuneration payable to Mr. Venkat Manohar Dontamsetti (DIN-00223342) as the Managing Director of the Company for a period of 3 (Three) years with effect from May 24, 2022 and he shall be paid remuneration of Rs.7,00,000/- (Rupees Seven Lakh only) per month, in terms of section II of part II of Schedule V of the Companies Act, 2013 and as per the details of remuneration set out in the Statement annexed to this Notice, and shall also be entitled to the perquisites mentioned therein;

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year during the tenure of the Managing Director, the Company may as contemplated under the provisions of Schedule V to the Companies Act, 2013 pay to the Managing Director, the aforesaid remuneration of Rs7,00,000/- (Rupees Seven Lakh only) per month, as decided by the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include Nomination and Remuneration Committee or any other Committee which has been authorised by the Board to exercise the powers conferred under this resolution) from time to time as the minimum remuneration by way of salary, perquisites and other allowances and benefits, subject to receipt of the requisite approvals, if any;

**RESOLVED FURTHER THAT** the Board, be and is hereby further authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion, consider necessary, expedient or desirable, including to make necessary applications, representations with the concerned authorities and to settle any questions or doubts that may arise in relation thereto and to authorise one or more representatives of the Company to carry out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution and to execute such further deeds, documents and writings that may be considered necessary and appropriate".

**6. Approval for Remuneration to be paid to Ms. Satya Pinjala (DIN- 00042281) Whole Time Director of the Company**

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder read with Schedule V to the Act (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) and subject to approval if any, and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be imposed or prescribed by any of the Authorities while granting such approvals, permissions and sanctions, the consent of the Members of the Company, be and is hereby accorded for remuneration payable to Ms. Satya Pinjala (DIN- 00042281) Wholetime Director of the Company for a period of 3 (three) years with effect from April 16, 2022 and

that she should be paid remuneration of Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month, in terms of section II of part II of Schedule V of the Companies Act, 2013 and as per the details of remuneration set out in the Statement annexed to this Notice, and shall also be entitled to the perquisites mentioned therein;

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year during the tenure of the Whole Time Director, the Company may as contemplated under the provisions of Schedule V to the Companies Act, 2013 pay to the Whole Time Director, the aforesaid remuneration of Rs 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month, as decided by the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include Nomination and Remuneration Committee or any other Committee which has been authorised by the Board to exercise the powers conferred under this resolution) from time to time as the minimum remuneration by way of salary, perquisites and other allowances and benefits, subject to receipt of the requisite approvals, if any;

**RESOLVED FURTHER THAT** the Board, be and is hereby further authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion, consider necessary, expedient or desirable, including to make necessary applications, representations with the concerned authorities and to settle any questions or doubts that may arise in relation thereto and to authorise one or more representatives of the Company to carry out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution and to execute such further deeds, documents and writings that may be considered necessary and appropriate".

#### **7. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS:**

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 Section 188 and other applicable provisions, if any of the Companies Act, 2013 ("Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted or to be constituted by the Board in this regard or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into contract(s)/ arrangement(s)/ transaction(s) with Mr. Venkat Manohar Dontamsetti with respect to sale, purchase or supply of goods or materials, leasing of property of any kind,

availing or rendering of any services or any other transactions of whatever nature, notwithstanding that such transactions may exceed 10% of the Consolidated Turnover of the Company in any financial year or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as the Board of Directors may deem fit during the period as mentioned in the explanatory statement.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this Resolution, in the best interests of the Company.”

**By order of the Board of Directors  
Sri Havisha Hospitality and Infrastructure Ltd**

**Date: 21<sup>st</sup> July 2022  
Place: Hyderabad**

**Rahul Jain  
Company Secretary and Compliance Officer**

**NOTES:**

1. In view of the ongoing threat posed by the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 2/2022 dated May 5, 2022 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/ CIRP/P/2022/62 dated May 13, 2022 ('SEBI Circulars') has permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with these MCA and SEBI Circulars, applicable provisions of the Act (including any statutory modifications or re-enactments thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the 29<sup>th</sup> AGM of the Company is being conducted through VC/OAVM on Thursday, August 12, 2022 at 3.30 P.M. (IST). The deemed venue for the 29<sup>th</sup> AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the act, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf 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, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circular, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of the AGM venue are not annexed to this notice.
3. 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 Mr. Krishna Kumar, [akkiraju\_krish@yahoo.co.in] with a copy marked to evoting@nsdl.co.in
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after 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.



5. 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.
6. In line with the Ministry of Corporate Affairs (MCA) Circulars and SEBI Circulars, the Notice calling the AGM has been uploaded on the website of the Company <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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://www.evoting.nsdl.com)
7. As per the provisions of Section 72 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 who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members holding shares in electronic form may obtain Nomination forms from their respective DPs.
8. 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 and SEBI 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.
9. 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.
10. 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 at the venue of the Meeting till the conclusion of the Meeting.
11. The Register of Members and Share Transfer Books of the Company will remain closed from, Saturday August 06, 2022 to Friday, August 12, 2022, (both days inclusive) for the purpose of the Meeting.

**12.** 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

**13.** 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.

**14.** 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](mailto:xlfield@gmail.com).

**15.** 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](mailto:cs@shrishakti.com) or contact the Company’s RTA - M/s. XL Softech System Ltd at [xlfield@gmail.com](mailto:xlfield@gmail.com)

**16.** 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.

**17.** 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](mailto:cs@shrishakti.com) The same will be replied by the Company suitably.

**18.** 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. Change in their residential status on return to India for permanent settlement.

**19.** 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.

**20.** 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.

**21.** Process and manner of Voting through Electronic Means.

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.

**a.** Instructions for remote e-voting (including process and manner of e-voting) are given herein below.

**b.** 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](http://www.evoting.nsdl.com) or the Company's website <https://shrishakti.com/>

**c.** 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.

**d.** 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.

**e.** Members holding shares in physical form or dematerialized form as on August 05, 2022 ('Cut- Off Date') shall be eligible to cast their vote by remote e-voting.

**22.** The remote e-voting period commences on August 09, 2022 at 09.00 a.m. and ends on August 11, 2022 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 August 11, 2022

**23.** 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., August 05, 2022

may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [xlfield@gmail.com](mailto:xlfield@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

- 24.** 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
- 25.** The Board of Directors has appointed M/s. Krishna Kumar & Associates, represented by CS A Krishna Kumar the 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.
- 26.** 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.
- 27.** The results declared along with Scrutinizer's Report, will be placed on the Company's website 'www.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.
- 28.** 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](mailto: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.

➤ **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE ASUNDER:-**

The remote e-voting period begins on August 09, 2022 at 09.00 a.m. and ends on August 11, 2022 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) August 05, 2022., may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 05, 2022.

➤ **How do I vote electronically using NSDL e-Voting system?**

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

**Step 1: Access to NSDL e-Voting system**

**A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL.</b>	1. If you are already registered for <b>NSDL IDeAS facility</b> , please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>“IDeAS”</b> section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the

	<p>remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> Select <b>“Register Online for IDeAS”</b> Portal or click At <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com">https://www.evoting.nSDL.com</a> / either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digitdemat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>4. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are</li> <li>5. <a href="http://www.web.cdslindia.com/myeasi/home/login">www.web.cdslindia.com/myeasi/home/login</a> <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>6. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>7. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>

	Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
<b>a. For Members who hold shares in demat account with NSDL.</b>	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>b. For Members who hold shares in demat account with CDSL.</b>	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
<b>c. For Members holding shares in Physical Form.</b>	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***

**PASSWORD DETAILS FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS 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.

**HOW TO RETRIEVE YOUR 'INITIAL PASSWORD'?**



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'.

**(i) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered****

5. 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.nsd.com](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
  - e) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
6. Now, you will have to click on "Login" button.
7. After you click on the "Login" button, Home page of e-Voting will open.

## **STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.**

### **HOW TO CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 [akkiraju\\_krish@yahoo.co.in](mailto:akkiraju_krish@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto: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:**

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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](mailto: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 (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method **for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. 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.
3. 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.
4. 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 EGM/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 by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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 at (company email id). The same will be replied by the company suitably.

## EXPLANATORY STATEMENT

- **Resolution No. 03**  
**Re-appointment of the Statutory Auditor of the Company**

The Members of the Company at the 24th Annual General Meeting ('AGM') held on September 27, 2017, had approved the appointment of M/S. P. Suryanarayana & Co., Chartered Accountant, (Firm Registration no.- 009288S), as the Statutory Auditors of the Company for a period of 5 (Five) years commencing from the conclusion of the 24th AGM until the conclusion of the 29th AGM.

Accordingly, M/S. P. Suryanarayana & Co., would be completing its first term of five years at the conclusion of this 29th AGM. In accordance with the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014, the Company can appoint or reappoint an audit firm as Statutory Auditors for not more than two terms of five consecutive years. M/S. P. Suryanarayana & Co. is eligible for reappointment for a further period of five years.

The Board of Directors, at its meeting held on May 30, 2022, based on the recommendation of the Audit Committee, approved the re-appointment of M/S. P. Suryanarayana & Co., for the second term of five years to hold office from the conclusion of the 29th AGM till the conclusion of the 34th AGM to be held in the year 2027. Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the statutory auditors under various regulations. M/S. P. Suryanarayana & Co. has, in the past five years, demonstrated all round capabilities in executing responsibilities. They have also confirmed that they will remain independent, as required by the relevant ethical /independence requirements as enunciated in the Act and the Code of Ethics issued by the ICAI that are relevant to their audit of the standalone and consolidated financial statements under the provisions of the Act and the Rules made thereunder.

Based on the recommendation made by the Audit Committee, after assessing the performance of M/S. P. Suryanarayana & Co. and considering the experience and expertise of them, the Board recommends the re-appointment of M/S. P. Suryanarayana & CO as Statutory Auditors for the second term of 5 (Five) years, as set out in the Resolution no. 03, for approval of the Members as an **Ordinary Resolution**.

**None of the Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.**

- **Resolution No 04**

**Appointment of Mr. Polepeddi Sathyanarayana (DIN: 03531819) as an Independent Director of the Company**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Articles of Association of the Company, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Polepeddi Sathyanarayana (DIN: 03531819) as an Additional Non-Executive, Independent Director for a period of 5 (Five) consecutive years, subject to the approval of the shareholders in the Annual General Meeting with effect from May 13, 2022. The office of Mr. Polepeddi Sathyanarayana shall not be liable to retire by the rotation.

As an Additional Non-Executive Director, Mr. Narayana, holds office till the date of the AGM however Regulation 17(1C) of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 states that approval of the Shareholders of the Company shall be taken within 3 months of the appointment of the Director.

Mr. Narayana has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent for such reappointment.

In the opinion of the Board, Mr. Narayana is a person of integrity, possesses the relevant expertise/ experience, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management. In terms of Regulation 25(8) of Listing Regulations Mr. Narayana has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Given his experience, the Board considers it desirable and in the interest of the Company to continue Mr. Narayana on the Board of the Company and accordingly the Board recommends the re-appointment of Mr. Narayana as an Independent Director for 5 years, as proposed in the Resolution no. 04 for approval by the Members as an **Ordinary Resolution**.

**Except for Mr. Narayana, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.**

**Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.**

- **Resolution No 05**

**Approval for remuneration to be paid to Mr. Venkat Manohar Dontamsetti (DIN-00223342) Managing Director of the Company.**

Company has re-appointed Mr. Venkat Manohar Dontamsetti (DIN-00223342), as Managing Director of the Company with effect from May 24, 2022 for the further period of 5 (Five) years.

Mr. Manohar, is Chief Founder of both Shri Shakti Resorts & Hotels Ltd (SSRHL) and Sri Havisha Hospitality & Infrastructure Ltd. In fact, he won the tender in his personal name for 4 acre plus prime land on 30 years lease from the then National Airports Authority. Thereafter he founded SSRHL and transferred above entire land to SSRHL without any consideration / compensation whatsoever. He is now putting in Herculean efforts to get above land lease renewed for another 30 years. Due to his untiring efforts, above land lease renewal is at an advanced stage.

He is founder of the Company Sri Havisha Hospitality & Infrastructure Ltd, formerly known as Shri Shakti LPG Ltd (SSLPG). Though entire private sector LPG Industry including SSLPG became loss making and sick in early 2000s, he ensured the Company's survival and made it debt free.

He thus contributed substantially to the survival & sustenance of both the Companies despite highly adverse market conditions & facing numerous persistent challenges. He didn't go for any salary increase since many years.

Further the Board of Directors at its Meeting held on May 30, 2022, pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, had approved the remuneration payable to Mr. Manohar w.e.f. May 24, 2022 on the terms and conditions as proposed in the Resolution at Item No. 5 of this Notice.

A brief profile of Mr. Manohar, including nature of his expertise, is provided in the **Annexure II** as required under Schedule V to the Companies Act, 2013 ("the Act") which forms a part of the Statement.

Mr. Manohar is also entitled to perquisites as mentioned herein below:

**Perquisites:** Subject to overall ceiling as aforesaid, the Managing Director shall have liberty to opt for such other allowances, perquisites and incentives as he deems fit including medical reimbursement, leave travel concession for self and family, club fees, use of Company provided cars with driver and such other allowances, benefits, amenities and facilities, etc.,

as per the Company's Rule or as may be agreed to between the Board of Directors and the Managing Director;

The Managing Director will also be a member of the Group Medical and Personal Accident Insurance policies of the Company; In addition to the perquisites referred above, he will also be eligible to the following perquisites, which shall not be included in the computation of the ceiling on remuneration.

- Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);
- Gratuity payable as per Gratuity Act, 1972;
- Encashment of leave at the end of the tenure; and
- Reimbursement of expenses incurred for the business of the Company

Subject to the applicable provisions of the Act, perquisites and allowances shall be valued as per Income Tax Act, 1961 read with Income Tax Rules, 1962 wherever applicable, and at cost, in the absence of any such Rules.

As required under the provisions of the Act, approval of the Members is being sought for the remuneration payable to Mr. Manohar as Managing Director of the Company for a period of 3 (three) years as mentioned in Item No. 5 of this Notice. Accordingly, your Directors recommend the Special Resolution as set out in this Notice for the approval of the Members of the Company.

The Board recommends the **Special Resolution** as set out at Item No. 5 in this Notice for the approval of the Members of the Company.

Except Mr. Manohar himself and his relatives to the extent of their shareholdings in the Company, if any, none of other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the passing of the proposed Resolution.

- **Resolution No 06**  
**Approval for remuneration to be paid to Ms. Satya Pinjala (DIN- 00042281) Whole Time Director of the Company**

Board of Directors of the Company at its meeting held on February 14, 2022 appointed Ms. Satya Pinjala (DIN- 00042281) as an Additional Director of the Company. The Board of Directors on recommendation of the Nomination and Remuneration Committee considered the high level competence of Ms. Satya Pinjala in Company's business areas which would be of immense benefit for rapid financial growth of the Company and therefore it is desirable to



avail her services as Whole Time/Executive Director. Based on the above and also the fact that she is Whole Time/Executive Director in the Transferor Company viz., Shri Shakti Resorts & Hotels Ltd, the Board of Directors of the Company changed the designation of Ms. Satya Pinjala from Non-Executive Director to Whole Time/Executive Director of the Company, not liable to retire by rotation, for a period of 5 (Five) years effective from April 16, 2022, subject to approval of the Shareholders.

Ms. Satya Pinjala is Promoter Director of Shri Shakti Resorts & Hotels Ltd. Along with Mr. Manohar, she contributed enormously to the implementation of the Hotel project & thereafter to successfully operating it.

Further, the Board of Directors at its Meeting held on May 30, 2022, pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, had approved the remuneration payable to Ms. Satya Pinjala with effect from 16<sup>th</sup> April 2022 on the terms and conditions as proposed in the Resolution at Item No. 6 of this Notice.

A brief profile of Ms. Satya Pinjala, including nature of her expertise, is provided in the **Annexure II** as required under Schedule V to the Companies Act, 2013 ("the Act") which forms a part of the Statement. Further, additional information as required under Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS-2), in respect of Ms. Satya Pinjalais provided in the **Annexure II** to this Notice and also forms part of the Statement

Ms. Satya Pinjalais also entitled to perquisites as mentioned herein below:

**Perquisites:** Subject to overall ceiling as aforesaid, the Wholetime Director shall have liberty to opt for such other allowances, perquisites and incentives as he deems fit including medical reimbursement, leave travel concession for self and family, club fees, use of Company provided cars and such other allowances, benefits, amenities and facilities, etc., as per the Company's Rule or as may be agreed to between the Board of Directors and the Wholetime Director;

The Wholetime Director will also be a member of the Group Medical and Personal Accident Insurance policies of the Company; In addition to the perquisites referred above, she will also be eligible to the following perquisites, which shall not be included in the computation of the ceiling on remuneration.

- Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);
- Gratuity payable as per Gratuity Act, 1972;
- Encashment of leave at the end of the tenure; and

- Reimbursement of expenses incurred for the business of the Company

Subject to the applicable provisions of the Act, perquisites and allowances shall be valued as per Income Tax Act, 1961 read with Income Tax Rules, 1962 wherever applicable, and at cost, in the absence of any such Rules.

As required under the provisions of the Act, approval of the Members is being sought for the remuneration payable to Ms. Satya Pinjala as Whole Time/ Executive Director of the Company for a period of 3 (Three) years as mentioned in Item No. 06 of this Notice. Accordingly, your Directors recommend the Special Resolution as set out in this Notice for the approval of the Members of the Company.

The Board recommends the **Special Resolution** as set out at Item No. 6 in this Notice for the approval of the Members of the Company.

Except Ms. Satya Pinjala herself and her relatives to the extent of their shareholdings in the Company, if any, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the passing of the proposed Resolution.

- **Resolution No. 07**

**APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS.**

Section 188 of the Companies Act, 2013 states that no Company shall enter into any contract or arrangement with a related party except with the consent of the Board of Directors given by a Resolution at a meeting of the Board.

First proviso to Section 188 (1) further stipulates that no contract or arrangement, in the case of a company having a paid-up share capital of not less than such amount, or transactions exceeding such sums, as may be prescribed, shall be entered into except with the prior approval of the company by a Resolution. The second proviso further states that no member of the company shall vote on such Resolution, to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Audit Committee of the Board and Board of Directors of the Company has granted prior approval for the Related Party Transactions as stated in the Resolution and Explanatory Statement.

Regulation 23(4) of SEBI Listing Regulations, inter alia, prescribes that all material related party transactions and subsequent material modifications as defined by the audit committee under sub-regulation (2), shall require prior approval of the shareholders through Resolution and no related party shall vote to approve such Resolutions whether the entity is a related party to the particular transaction or not. First proviso to sub-Regulation (1) of the said

Regulation 23 states that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees Rs 1000 Crore (Rupees One Thousand Crore) or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Further, SEBI vide its circular bearing reference no SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 has clarified and decided that the shareholders' approval for omnibus RPTs approved in an Annual General Meeting shall be valid upto the date of the next Annual General Meeting for a period not exceeding fifteen months. Therefore, the Company is required to obtain shareholders' approval in every Annual General Meetings. Hence the shareholders' approval for omnibus material RPTs through this Resolution is upto the date of the next Annual General Meeting of the Company.

The approval of the members of the Company to the Resolution as stated in Item No. 7 of the notice is being sought in terms of provisions of Regulation 23(4) of the SEBI Listing Regulations.

**Details of the proposed RPTs between the Company and Mr. Venkat Manohar Dontamsetti including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows.**

S. No.	Description	Details of the Proposed RPT
<b>Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs</b>		
1.	<b>Name of the Related Party and its relationship with the Company</b>	Mr. Venkat Manohar Dontamsetti is a Promoter and Managing Director of the Company. He is also brother of Ms. Satya Pinjala, Whole Time Director and father of Mr. Dharmin Dontamsetti and Ms. Deekshita Dontamsetti who are Non-Executive Directors of the Company.
2.	<b>Type, material terms, monetary value and particulars of the proposed RPTs.</b>	The Company may enter into/propose to enter into lending / borrowing Transaction, for an aggregate value not exceeding Rs. 9 Crores or 100% of Turnover whichever is higher.
3.	<b>Tenure of the Proposed Transaction</b>	Upto the Annual General Meeting to be held in 2023.

4.	<b>Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year</b>	100%
5.	<b>Justification for the proposed RPTs</b>	Mr. Manohar is the Chief Promoter of the Company and has been providing requisite financial aid from time to time to the Company which is interest free
6.	<b>Details of the source of funds in connection with the proposed transaction</b>	Own Funds
7.	<b>Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.</b>	Not Applicable
8.	<b>Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure.</b>	Not Applicable
9.	<b>The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</b>	To meet working capital requirements of the Company

The members are informed that all those members who are related parties of the Company, irrespective whether related to the aforesaid transaction, or other members who have any direct or indirect interest in the Resolution as set out at item No. 7, shall not be entitled to vote on the said Ordinary Resolution.

Further, all the Promoters and persons belong to the promoters group including Directors of the Company and their relatives which are related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI Listing Regulations are interested in the said Resolution and hence, are not entitled to vote in favour of the said Resolution.

Copy of all the relevant documents referred to in this Notice and Explanatory Statement are available for inspection in physical or electronic form at the Registered Office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays) upto the date of the Annual General Meeting.

Except Mr. Venkat Manohar Dontamsetti, and his relatives no other Directors are, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Special Resolution as set out at Item No. 07 of the Notice for approval by the members.

**Pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) and Schedule V Of The Companies Act, 2013 details in respect of Director seeking Re-appointment at the Extra-Ordinary General Meeting is furnished below:**

**Annexure – I**

Name of Director	Mr. Polepeddi Sathyanarayana
DIN	<b>03531819</b>
Date of Birth	June 22, 1962
Age	60 years
Nationality	Indian
Date of first appointment on the Board	May 13, 2022
Reappointment by Board	NA
Qualification	Mr. Polepeddi Sathyanarayana is a Practising Chartered Accountant and also a Qualified Company Secretary and Cost and Management Accountant
Relationship	Mr. Polepeddi Sathyanarayana is not related to any Director or KMP of the Company
Terms and Conditions of Appointment/ Reappointment	As approved by the Nomination & Remuneration Committee and the Board of Directors of the Company
Remuneration last Drawn	NA
Remuneration Proposed to be paid	As approved by the Nomination & Remuneration Committee and the Board of Directors of the Company
Number of Board Meetings attended during the Financial Year 2021-22	0
Directorship held in other Listed Companies	Nil
Directorship in other Companies (excluding foreign companies and Section 8 companies)	Nil
Chairmanship/ Membership of Committees of the Board of Directors of other listed companies	Nil
Shareholding of Director in the Company	Nil
Relationship with other Director /Key Managerial Personnel ("KMP")	He is not related to any Director or KMP of the Company
Brief Profile of the Director	Mr. Polepeddi Sathyanarayana is a Practising Chartered Accountant and also a Qualified Company Secretary and Cost and Management Accountant. He is in Practice for More than 18 years He has specialization in Audits, Project Financing, Loan Syndication, Corporate Governance etc. He was also in Service for 18 years in diversified Private Sectors – held positions from Manager to Vice President.

**ANNEXURE II – FOR ITEM NO. 5&6 OF THE NOTICE**

**(Information / Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder):**

**1. GENERAL INFORMATION**

Nature of industry	The Company was initially in the Business of LPG. Recently it has merged with Sri Shakti Hotels & Resorts Limited which is into the Business of Hotels and Hospitality Sector.		
Date or expected date of commencement of commercial production	Not applicable as Company was Incorporated in the Year 1993.		
Financial performance based on given indicators	Rs. In Lakhs		
	<b>Particular</b>	<b>2021-22</b>	<b>2020-21</b>
	<b>Net Profit</b>	<b>7.70</b>	<b>-350.41</b>
Foreign investments or collaborations, if any	Nil		

**2. INFORMATION ABOUT THE APPOINTEE**

Particular	Mr. Venkat Manohar Dontamsetti
<b>Background details</b>	<ul style="list-style-type: none"><li>• Mr. Manohar is the past Chairman of Confederation of Indian Industry (CII), unified Andhra Pradesh. He was earlier the President of State Hotels and Restaurants association for two terms.</li><li>• He is the First Vice President of World Cycling Alliance (WCA) headquartered in Brussels. He is also the Chairman of Hyderabad Bicycling Club (HBC).</li><li>• He was speaker at two sessions at Habitat III in October, 2016 in Quito, Ecuador "the once in a generation" summit organized by the United Nations to finalise the New Urban Agenda for the World for the years 2016-2036.</li><li>• TED Speaker where he shared his passions of both Cycling and Entrepreneurship on this international platform.</li><li>• He was speaker at 3 Global Cycling Summits viz Velo-City Global 2014 at Adelaide, Australia, Velo-City Global 2015 at Nantes, France &amp; Velo-City Global 2016 at Taipei, Taiwan.</li><li>• Successfully finished over 520 kms long gruelling London to Paris Cycle Challenge in June, 2011 &amp; repeated the above Challenge Ride in May, 2013.</li></ul>

	<ul style="list-style-type: none"> <li>• Mr Manohar was part of CII Business Delegation which accompanied the Prime Minister of India Sri Narendra Modi to Rwanda &amp; Uganda in July, 2018. Also Member of the CII Business Delegation which accompanied the then Hon'ble Prime Minister Sri A B Vajpayee to China and Russia.</li> <li>• Leader of CII Business Delegation to Japan and China and to World Economic Forum (WEF), New York which accompanied the then Chief Minister.</li> <li>• He was also the President of the All India LPG Cylinder Manufacturers Association for ten years. He was Session Chairman and Speaker at the 10th World LPG Forum at Buenos Aires, Argentina. He was also Speaker at the 8th World LPG Forum at Istanbul and 12th World LPG Forum at New Delhi.</li> <li>• Shri Shakti Group's latest venture SmartBike is India's fastest growing Public Bike Sharing (PBS) company having set up and successfully operating world class PBS systems in New Delhi, Chennai &amp; Chandigarh.</li> </ul>
Past Remuneration	43.75 Lakhs
Recognition and Awards	<ul style="list-style-type: none"> <li>• Recipient of State Distinguished Industrialist Award.</li> <li>• Recipient of CII National Award for most outstanding contribution.</li> </ul>
Job profile and his suitability	Mr. Manohar has over 45 year of experience. As Managing Director of the Company, Mr. Manohar holds executive position for business responsibilities including substantial powers of management of the affairs of the Company, general control of the business of the Company subject to the supervision of the Board of Directors and continuously strives to promote the interests and welfare of the Company and all its stakeholders and also perform all other duties that the Board may delegate to the "Managing Director" from time to time.
Remuneration proposed	As mentioned in the Resolution and statement annexed.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>The remuneration of Mr. Manohar is commensurate with remuneration at CEO/MD levels of similar sized Hospitality industry, taking into consideration the responsibilities shouldered by him.</p> <p>Considering that Mr. Manohar is at the helm of the leadership team and is responsible for operations and management of the Company and based on experience, qualifications and knowledge of Mr. Manohar, the Board of Directors consider the proposed remuneration is in line with the industry norms,</p>

	size of the Company and the segment into which the Company carries on its business.
Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Apart from receiving the Managerial Remuneration, Mr. Manohar does not have any pecuniary relationship with the Company

Particular	Ms. Satya Pinjala
Background details	<p>Ms. Satya Pinjala is an accomplished entrepreneur serving “Hospitality Industry” for the last 32 years.</p> <p>She holds the following positions:            Executive Director of Shri Shakti College of Hotel Management &amp; IHM Shri Shakti.            Director, Shri Shakti Alternative Energy Ltd            Director, Indo Thai Foods Pvt Ltd</p> <p>She holds the Master’s degree (M.A) in Public Administration with distinction from Osmania University, Hyderabad. She started her career as Director of Shri Shakti Resorts &amp; Hotels Ltd., in the year 1989 and was actively involved in the growth of Hotel Manohar, a Luxury Hotel since inception.</p> <p>She has taken the responsibility of Family World, a family recreation centre and brought a revolution in the club business. She is running the business profitably with around 3000 elite life members by organizing events and programs successfully. She earned a good reputation in the market in spite of growing competition.</p>
Past Remuneration	13.16 Lakhs
Recognition and Awards	<ul style="list-style-type: none"> <li>● An eminent women entrepreneur in the hospitality industry over 30 years</li> <li>● Her focus on excellence helped both the institutes to achieve recognition by prominent bodies.</li> <li>● The institute received “Best Hotel Management Award” by State Government by then Andhra Pradesh.</li> <li>● She is also a recipient of the Best Director Award by Competition Success Review.</li> <li>● She is also bestowed with Rotary Vocational Excellence Award from Rotary Club of Jubilee Hills.</li> <li>● Participated as Guest of Honour for the event organised by The Femina Mrs India contest twice.</li> </ul>



Job profile and his suitability	<p>With her 32 years of vast experience in the Hospitality Industry she is able to efficiently administer two educational institutions in the capacity of Executive Director. Shri Shakti College of Hotel Management (Affiliated to Osmania University) and IHM Shri Shakti (Affiliated to National Council for Hotel Management and Catering Technology, Ministry of Tourism, Government of India). With her able guidance, the colleges are maintaining high standards and moulding the students as perfect professionals to cater to the demand of the Hospitality Industry.</p> <p>She as Wholetime Director of the Company, will be responsible for operations in Family World, in addition to business development and exploration of new opportunity for Company. She will also perform all other duties that the Board may delegate to her from time to time.</p>
Remuneration proposed	As mentioned in the Resolution and statement annexed.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the qualification, knowledge, experience and the responsibilities shouldered by her, remuneration paid to her is commensurate with remuneration of similar senior levels in similar sized domestic companies.
Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Apart from receiving the Managerial Remuneration, Ms. Pinjala does not have any pecuniary relationship with the Company

**OTHER INFORMATION:**

• **REASONS OF LOSS OR INADEQUATE PROFITS**

The business has been impacted during the year on account of COVID-19. During the first three months of the year, the Company witnessed softer revenues due to the second wave of COVID-19 and consequent lockdowns in several states across the country. Also there was a third wave in the month of January 2022, resulting in restrictions in some states, which also adversely impacted the revenues. However, with increased vaccinations and consequent reduction in number of cases and easing of all restrictions, the Company has witnessed recovery in both leisure and business segments in all the other months.

• **STEPS TAKEN OR PROPOSED TO BE TAKEN FOR IMPROVEMENT**

- a) Company is focusing on leisure Travellers in addition to the business travellers and thereby increase the room occupancy level considerably.
- b) Company is focusing on MICE revenues to improve the F&B revenues.
- c) Booking orders through mobile apps and thereby increasing revenues.