

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, Email: 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**



**29th ANNUAL GENERAL MEETING OF
SRI HAVISHA HOSPITALITY AND
INFRASTRUCTURE LIMITED**

COMPANY INFORMATION

Board of Directors	
Mr. Venkat Manohar Dontamsetti	Chairperson and Managing Director
Ms. Satya Pinjala	Whole Time/Executive Director
Mr. Dharmin Dontamsetti	Non-Independent Director
Ms. Deekshita Dontamsetti	Non-Independent, Non-Executive Woman Director
Ms. Annaiahsetty Bala Setty	Non-Independent, Non-Executive Director
Mr. Abhaya shankar	Independent Director
Mr. Binod Kumar Sinha	Independent Director
Mr. Vuppu Subrahmanyam	Independent Director
Prof. Prabhu Sydney Miranda	Independent Director
Mr. Polepeddi Sathyanarayana	Additional Independent Director

Chief Financial Officer

Mr. Chandrasekhara Prasad Chodavarapu

Email: fc@shrishakti.com

Company Secretary & Compliance Officer

CS Rahul Jain

Email: cs@shrishakti.com

Registered Office

Venus Plaza, 4th Floor, Begumpet, Hyderabad, Telangana- 500016

Phone: 040-27902929 / Fax: 040-27908989

Email: cs@shrishakti.com

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

Statutory Auditors

For M/s P. Suryanarayana & Co.

Chartered Accountants

Firm Regn. No 009288S

H.No. 417/3RT, S.R. Nagar,

Hyderabad-500038

Secretarial Auditors:

Krishna Kumar & Associates

Company Secretaries

H. No 2-2-1137/1/a, New Nallakunta

Hyderabad-500044, Telangana

Ph.9849064163

Email: akkirajukrish@gmail.com

Board Committees

AUDIT COMMITTEE

Name of Committee Members	Category
Abhaya Shankar	Non-Executive - Independent Director, Chairperson
Vuppu Subrahmanyam	Non-Executive - Independent Director, Member
Binod Kumar Sinha	Non-Executive - Independent Director, Member
Polepeddi Sathyanarayana	Non-Executive - Independent Director, Member
Dontamsetti Venkat Manohar	Executive Director, Member

NOMINATION AND REMUNERATION COMMITTEE

Name of Committee Members	Category
Vuppu Subrahmanyam	Non-Executive - Independent Director, Chairperson
Binod Kumar Sinha	Non-Executive - Independent Director, Member
Abhaya Shankar	Non-Executive - Independent Director, Member
Dontamsetti Venkat Manohar	Executive Director, Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Name of Committee Members	Category
Binod Kumar Sinha	Non-Executive - Independent Director, Chairperson
Vuppu Subrahmanyam	Non-Executive - Independent Director, Member
Abhaya Shankar	Non-Executive - Independent Director, Member
Dontamsetti Venkat Manohar	Executive Director, Member

Shares Listed With

Bombay Stock Exchange
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
Phones : 91-22-22721233
Fax : 91-22-22721919

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1,
G Block Bandra-Kurla Complex, Bandra (E),
Mumbai-400051, Maharashtra, India.
Tel no:(022) 26598100-14 / 66418100

Registrar and Share Transfer Agents

XL Softech Systems Limited
3, Sagar Society, Road No. 2, Banjara Hills,
Hyderabad- 500034
Phones: 23545913/14/15
Email: xlfield@gmail.com
Website: www.xlsoftech.com

Bankers

Indian Bank

Secunderabad Branch

Telangana

Contact Information for Investor's Grievances:

CS Rahul Jain

Venus Plaza, 4th Floor, Begumpet, Hyderabad, Telangana- 500016

Phone: 040-27902929 / Fax: 040-27908989

Email: cs@shrishakti.com

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

MESSAGE OF THE CHAIRMAN



Dear Shareholders,

On my behalf and on behalf of the Board of Directors, I welcome you all to this 29th Annual General Meeting of Company.

I feel honored and privileged once again to present you with the Annual Report for the F.Y. 2021-22. It gives me an opportunity to share my thoughts and the Company's progress during the year as well as the way forward.

The past couple of years have been a period of turbulence, intense action and reflection. We have experienced a major global pandemic, geopolitical tensions, supply chain disruptions and many other public and private upheavals. As the dust settles, and a clearer picture of the world ahead emerges, I believe we are standing at the threshold of a period of opportunity and growth.

Despite the difficult year, we registered a positive profit of Rs. 7.70 Lakhs in FY 21-22 in comparison to Loss of Rs. 350.41 lakhs of previous year. We continued our growth momentum in current financial year also ahead of other hospitality companies in Hyderabad. Our focus is on expanding both our revenues and profitability and come up with better results in current financial year.

I would like to take this opportunity on behalf of the Board of Directors and our entire team to thank each shareholder, Banks, Central and State Government for their continued co-operation, support and commitment to the Company.

Success is working together and not a destination; it is with this hope and faith I look forward to your continuous confidence in your Company in its next phase of its growth journey.

**For and on Behalf of
For Sri Havisha Hospitality and Infrastructure Limited**

**Sd/-
D V Manohar
Chairman and Managing Director**

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 12TH AUGUST, 2022 AT 03.30 PM THROUGH TWO WAY VIDEO CONFERENCING (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES:

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: 21st 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 29th 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 29th 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 and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
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.

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 or contact the Company’s RTA - M/s. XL Softech System Ltd at 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 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 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 or 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 (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
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility , please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL 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 & voting during the meeting.</p> <ol style="list-style-type: none"> 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com Select “Register Online for IDeAS” Portal or click At https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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 & voting during the meeting.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 5. www.web.cdslindia.com/myeasi/home/login www.cdslindia.com and click on New System Myeasi. 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. 7. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com 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 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 & 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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 :

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

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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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 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 with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@shrishakti.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (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 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 16th 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
Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs		
1.	Name of the Related Party and its relationship with the Company	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.	Type, material terms, monetary value and particulars of the proposed RPTs.	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.	Tenure of the Proposed Transaction	Upto the Annual General Meeting to be held in 2023.

4.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year	100%
5.	Justification for the proposed RPTs	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.	Details of the source of funds in connection with the proposed transaction	Own Funds
7.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not Applicable
8.	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.	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	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	03531819
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		
	Particular	2021-22	2020-21
	Net Profit	7.70	-350.41
Foreign investments or collaborations, if any	Nil		

2. INFORMATION ABOUT THE APPOINTEE

Particular	Mr. Venkat Manohar Dontamsetti
Background details	<ul style="list-style-type: none">• 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.• He is the First Vice President of World Cycling Alliance (WCA) headquartered in Brussels. He is also the Chairman of Hyderabad Bicycling Club (HBC).• 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.• TED Speaker where he shared his passions of both Cycling and Entrepreneurship on this international platform.• He was speaker at 3 Global Cycling Summits viz Velo-City Global 2014 at Adelaide, Australia, Velo-City Global 2015 at Nantes, France & Velo-City Global 2016 at Taipei, Taiwan.• Successfully finished over 520 kms long gruelling London to Paris Cycle Challenge in June, 2011 & repeated the above Challenge Ride in May, 2013.

	<ul style="list-style-type: none"> • Mr Manohar was part of CII Business Delegation which accompanied the Prime Minister of India Sri Narendra Modi to Rwanda & 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. • Leader of CII Business Delegation to Japan and China and to World Economic Forum (WEF), New York which accompanied the then Chief Minister. • 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. • 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 & Chandigarh.
Past Remuneration	43.75 Lakhs
Recognition and Awards	<ul style="list-style-type: none"> • Recipient of State Distinguished Industrialist Award. • Recipient of CII National Award for most outstanding contribution.
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 & 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 & 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"> ● An eminent women entrepreneur in the hospitality industry over 30 years ● Her focus on excellence helped both the institutes to achieve recognition by prominent bodies. ● The institute received “Best Hotel Management Award” by State Government by then Andhra Pradesh. ● She is also a recipient of the Best Director Award by Competition Success Review. ● She is also bestowed with Rotary Vocational Excellence Award from Rotary Club of Jubilee Hills. ● Participated as Guest of Honour for the event organised by The Femina Mrs India contest twice.

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.

DIRECTORS' REPORT

To
The Shareholders,
Sri Havisha Hospitality and Infrastructure Limited

Dear Esteemed Members,

1. INTRODUCTION:

The Directors take pleasure in presenting the Annual Report of Sri Havisha Hospitality and Infrastructure Limited ('the Company' or 'SHHIL') along with the Audited Financial Statements for the Financial Year ended March 31, 2022.

2. FINANCIAL PERFORMANCE:

The Financial performance of the Company for the year 2021-22 is indicated below:

Particular	Rupees in Lakh	
	2021-22	2020-21
Gross Income	909.14	408.98
EXPENSES		
Cost of materials consumed	112.85	93.59
Employee benefit expense	324.89	243.16
Finance costs	12.02	23.18
Depreciation and amortisation expense	99.71	191.56
Other expenses	351.97	207.90
Total expenses (IV)	901.44	759.39
Profit / (Loss) before tax (V+VI)	7.70	(350.41)
Total Tax Expense	(50.13)	(21.73)
Net Profit / (Loss) for the year after tax (V-VI)	57.83	(328.68)

3. PERFORMANCE REVIEW:

The Total Income for FY 2021-22 is Rs. 909.13 Lakhs, which is higher than the previous year's total income of Rs. 408.98 Lakhs. The Company reported after tax Profit of Rs. 7.70 Lakhs for the year FY 2021-22 as against the Loss of Rs. 350.41 Lakhs for FY 2020-21.

4. STATE OF AFFAIRS AND FUTURE OUTLOOK OF THE COMPANY:

As Informed to the Shareholders in the Previous Year's Report, the merger process of Shri Shakti Resorts and Hotels Limited (Transferor Company) with your Company was at advance stage. Thereafter your Company received Approval from National Company Law Tribunal (NCLT) for the merger of Transferor Company with your Company.

This Merger will strengthen the prospects of your Company. Though your Company is a debt free Company, till now we could not revive the business of the Company. With this Merger, your Company now has active business since Shri Shakti Resorts & Hotels Ltd is a fully operational Company which is active in the Hospitality Industry.

This merger resulted in reasonable turnover in your Company and helped in concluding the Year 2021-22 on profitable note. This favourable trend is continuing in the present financial year also wherein your Company recorded good revenues and profit in the First Quarter of financial year 2022-23. This augurs well for the future of your Company which started picking up good volumes of business in the highly challenging post Covid scenario.

Hence, your directors are confident that this merger will bring in more positive developments into your Company and expect to achieve better results in the years to come. The Directors along with the senior Managerial team identified various business initiatives to be taken up on priority along with the action plan to shore up the revenues in the post Covid Scenario. Thus, the macro strategy for the merged entity is identified already. The endeavour of your directors is to maximize the returns to shareholders and we reiterate our commitment to achieve this in the near future.

5. DIVIDEND:

In view of the accumulated losses and the need to conserve available funds for the operations of the Company, your Company has considered it prudent to not to propose dividend for the financial year ended March 31, 2022.

6. DEPLOYMENT OF FUNDS:

	Rs. In lakhs
Sources of Funds	
Share Holders Funds	3246.04
Non – Current Liabilities	246.43
Current Liabilities	704.68
Total	4197.15
Application of Funds	
Non-Current Assets	2691.89
Other Non - Current Assets	1006.66
Current Assets	415.37
Long Term Loans & Advances	12.79
Other Current Assets	70.44
Total	4197.15

7. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN END OF THE FINANCIAL YEAR AND DATE OF REPORT:

There are no material changes and commitments for the likely impact affecting financial position between end of the financial year and the date of the report except for the impact arising out of the continuance of the COVID-19 pandemic which has risen exponentially during the second wave till the date of signing of this Report.

8. SIGNIFICANT AND MATERIAL ORDERS:

Our company has received, the order from Hon'ble NCLT Hyderabad bench, approving the merger of Shri Shakti Resorts and Hotels Limited (transferor company) with Sri Havisha Hospitality And Infrastructure Limited on November 16, 2021.

9. TRANSFER TO RESERVES:

As permitted under the provisions of the Companies Act, 2013, the Board feels that the profit of the Company can be utilised in other profitable way, considering the same no amount of the Profit has been transferred to the Reserve.

10. DEPOSITS:

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

11. PARTICULARS OF LOAN, GUARANTEE OR INVESTMENTS:

Your Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 with respect to Loans, guarantee or investments made.

12. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

During the year under review, the Company did not have any subsidiary, associate and joint venture company

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL

- Based on the recommendations of the Nomination and Remuneration Committee ('NRC') and in accordance with the provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Company has appointed following persons as Directors of the Company at Board Meeting held on February 14, 2022
 - I. Ms. Satya Pinjala (DIN- 00042281), as Additional Director on the Board of the Company. However, at the Board Meeting held on April 16, 2022 the Board of Director of the Company has passed Resolution, for change in designation of Ms. Satya Pinjala from Non-Executive director to Whole Time director.
 - II. Mr. Dharmin Dontamsetti (DIN-07350807) as Non-Executive Director.
 - III. Prof. Sydney Prabhu Miranda (DIN-02087483) as an Independent Director of the company.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulation, the Company has taken the approval of the Shareholders on May 11, 2022.

- On February 14, 2022 the then CFO of the Company Mr. V. Padmanabham has been re-designated as Finance Manager. Thereafter, Company has appointed Mr. Chandrasekhara Prasad Chodavarapu, as the Chief Financial officer of the Company.
- Further, the Company has appointed Mr. Polepeddi Sathyanarayana (DIN: 03531819), as an Independent Director on the Board of the Company through Resolution by Circulation and same has been recorded in Meeting of Board of Directors held on May 30, 2022.
- He is a person of integrity and possesses the requisite qualifications, experience and expertise required for discharging his duties as an Independent Director.
A Resolution seeking shareholders' approval for his appointment forms part of the Notice.
- In accordance with the requirements of the Act and the Company's Articles of Association, Ms. Deekshita Dontamsetti, retires by rotation and being eligible, offers herself for re-appointment. A resolution seeking shareholders' approval for his re-appointment forms part of the Notice.
- During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees.
- Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2022 are:

S. No.	Name	Designation
1.	Mr. Venkat Manohar Dontamsetti	Managing Director
2.	Mr. Chandrasekhara Prasad Chodavarapu	Chief financial Officer
3.	Mr. Rahul Jain	Company Secretary

14. BOARD MEETINGS:

Five meetings of the Board were held during the year under review. For details of meetings of the Board, please refer to the Corporate Governance Report, which forms a part of the Annual Report

15. DECLARATION BY INDEPENDENT DIRECTORS:

Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The Board of Directors of the Company has taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same.

The Independent Directors of the Company have confirmed that they have registered their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended).

16. EVALUATION OF THE BOARD'S PERFORMANCE:

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees, and individual Directors pursuant to the provisions of the Act and SEBI Listing Regulations.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of criteria such as the Board Composition and Structure; Degree of fulfilment of key responsibilities towards stakeholders (by way of monitoring corporate governance practices, participation in the long-term strategic planning, etc.); Effectiveness of board processes, information and functioning, etc.; Extent of co-ordination and cohesiveness between the Board and its Committees; and Quality of relationship between Board Members and the Management.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of Executive Directors and Non-Executive Directors.

The Board and the NRC reviewed the performance of individual Directors on the basis of criteria such as the contribution of the individual Director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In the Board Meeting that followed the meeting of the Independent Directors and meeting of NRC, the performance of the Board, its committees, and individual Directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

17. POLICY ON DIRECTORS/ APPOINTMENT AND REMUNERATION:

The policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178(3) of the Companies Act, 2013 is adopted by the Board. We affirm that the remuneration paid to the Directors is as per the terms laid out in nomination and remuneration policy of the Company.

18. AUDITORS:

a) THE STATUTORY AUDITORS

M/s P. Suryanarayana & Co., Chartered Accountants were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 27 September, 2017 for a period of five years commencing from the

conclusion of the 24th AGM of the Company until the conclusion of the 29th AGM of the Company to be held on in the year 2022. Accordingly, M/s P. Suryanarayana & Co., will complete its first term as the Statutory Auditors of the Company at the conclusion of the 29th AGM and are eligible to be re-appointed as the Statutory Auditors of the Company for another term of five years.

The Board of Directors based on the recommendation of the Audit Committee approved the re-appointment of M/s P. Suryanarayana & Co. as the Statutory Auditors of the Company for a second term of five consecutive years, i.e. to hold office from the conclusion of the ensuing 30th AGM till the conclusion of the 35th AGM of the Company, to audit and examine the books of accounts of the Company, subject to approval of the Members at the ensuing AGM. The necessary resolution for the re-appointment of M/s P. Suryanarayana & Co, forms a part of the Notice convening the ensuing AGM.

The Report given by Auditors on Financial Statements of the Company is part of this report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their report.

b) SECRETARIAL AUDITORS:

Section 204 of the Companies Act, 2013 inter alia requires every listed Company to annex to its Board Report, a Secretarial Audit Report, given in the prescribed form by a Company Secretary in practice. The Board appointed Krishna Kumar & Associates, Practicing Company Secretaries, represented by CS A. Krishna Kumar as the Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial Year 2021-21 and their report is annexed to this report.

The Board also appointed Krishna Kumar & Associates as Secretarial Auditor to conduct Secretarial Audit of the Company for Financial Year 2022-23. The Secretarial Auditor have given following observation in his report

The composition of Board of Directors was not in accordance with the provisions of Regulation 17(1) & 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for few days during the last quarter of year under review ie 31st March 2022. However, the Company has complied with the above Regulations immediately subsequent to the closure of financial year under review

c) COST RECORDS

Pursuant to Section 148(1) of the Act and the relevant rules made thereunder the Company is not required to maintain cost records hence the same is not maintained by the Company

19. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS:

As per SEBI LODR, Management Discussion and Analysis, Corporate Governance Report and Practicing Company Secretary's Certificate regarding compliance of conditions of Corporate Governance forms part of this Annual Report.

Pursuant to Regulation 34 of the SEBI LODR, the Management Discussion and Analysis is presented in a separate section forming part of this Annual Report. As required under the provisions of the SEBI LODR, the

Audit Committee of the Company has reviewed the Management Discussion and Analysis report of the Company for the year ended March 31, 2022.

20. RISK MANAGEMENT COMMITTEE:

The Company has a robust risk management framework in place, which provides an integrated approach for identifying, assessing, mitigating, monitoring, and reporting of various risks associated with the business of the Company. The Audit Committee has been entrusted by the Board with the primary responsibility to monitor and review risk management, assessment and minimization procedures and to develop, implement and monitor the risk management plan and identify, review and mitigate all elements of risks which the Company may be exposed to.

Further, the Audit Committee handles risk management, assessment and minimization procedures and also periodically reviews with them the existing procedures and measures to improve the same. The Company has in place adequate internal financial controls with reference to financial statements. Key risks and threats to the Company and internal controls and their adequacy are analyzed in the Management Discussion and Analysis, which forms part of this Report.

21. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

Though pursuant to the provisions of Section 135 read with Schedule VII of the Companies Act, 2013, the Company does not fall under the criteria of CSR Policy, the Company is actively promoting cycling which is the most eco-friendly means of commuting.

22. PERSONNEL:

During the year none of the employees is in receipt of remuneration in excess of the limits prescribed u/s. 197(12) of the Companies Act, 2013, read with Rule 5 and 35 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

23. DEMATERIALISATION OF SHARES:

Around 65.44% of the Paid-Up Equity Share Capital of the Company was dematerialized as on 31st March, 2022 and the balance Paid-Up Equity Share Capital is in physical form. The Company's Registrar is XL Softech Systems Limited, 3 Sagar Society, Banjara Hills, Hyderabad.

24. LISTING WITH STOCK EXCHANGES:

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

25. RELATED PARTY TRANSACTIONS:

During the year under review, all Related Party Transactions that were entered into were in the Ordinary Course of Business and at Arms' Length Basis. All transactions entered into with related parties were

approved by the Audit Committee. None of the transactions with related parties are material in nature or fall under the scope of Section 188(1) of the Act.

The information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is not applicable to the Company for the FY 2021-2022 and hence the same is not provided.

26. DIRECTORS RESPONSIBILITY STATEMENT AS REQUIRE DUNDER SECTION 134(3)(C) OF THE COMPANIES ACT, 2013:

Pursuant to the requirement under Section 134(3)(C) of the Companies Act, 2013 with respect to Directors Responsibility Statement, it is hereby confirmed:

- (i) that in the preparation of the accounts for the financial year ended March 31, 2022 the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the profit or loss of your Company for the year under review;
- (iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the Provisions of the Companies Act, 2013 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities.
- (iv) that the Directors have prepared the accounts for the financial year ended 31, 2022 on a 'going concern' basis.
- (v) The Directors have laid down internal financial controls, which are adequate and are operating effectively.
- (vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

27. REMUNERATION RATIO OF THE DIRECTORS AND KMP:

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial personnel) Rules 2014 and Companies (Particulars of employees) Rules 1975 in respect of employees of the Company and Directors is furnished below:

Directors	12.42 Lakhs
KMP	11.97 Lakhs
Ratio	1.04

28. ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2022 is available on the Company's website at <https://www.shrishakti.com/annual-reports/2021-2022/annual-report-2021-2022.html>

29. SECRETARIAL STANDARDS:

The Directors state that the applicable Secretarial Standards i.e., SS-1 and SS-2, issued by the Institute of Company Secretaries of India, relating to Meetings of Board of Directors and General Meetings respectively have been duly complied with.

30. DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has always believed in providing a safe and harassment-free workplace for every individual working in the Company. The Company has complied with the applicable provisions of the POSH Act, and the rules framed thereunder, including constitution of the Internal Complaints Committee.

During the financial year Financial Year 2021-22, the Company did not receive any instance of such event of sexual harassment.

31. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Act (including any statutory modification(s) or re-enactment(s) for the time being in force).

32. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE:

Information under Section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 is given below

A. CONSERVATION OF ENERGY:

➤ **Energy Consumption measures taken**

- a. The Company has initiated effective measures for saving all forms of Energy.
- b. Additional investments and proposals, if any being implemented for reduction in consumption of energy. The proposals are:
 - Installed 25 KVA Generator set for exclusive lighting load in the absence of SEB supply during non-working hours at Kakinada Terminal.
- c. Impact of the measures at (a) and (b) above for reduction of energy consumption.
- d. Total Energy Consumption and Energy Consumption per unit of product.

➤ **Energy Conservation Measures**

The following Energy Conservation Measures were implemented during the year.

- a. Auto switching off of A/c Units, Exhaust Fans, Street Lights.
- b. Reduction in compressed air consumption by fixing Regulators and Auto Controllers.

B. TECHNOLOGY ABSORPTION:

The Company has taken up several initiatives for undertaking Research and Development (R&D) on Technology, Absorption, Adaptation and Innovation during the year. The Company has indigenously

developed a Conversion Kit with fixed tank for Three Wheelers to run on LPG. The Company holds two patents jointly with M/s. Automotive Research Association of India (ARAI) towards the same.

C. FOREIGN EXCHANGE EARNINGS AND OUTGOINGS:

(Rs. in Lakhs)

Current Year

1)	Foreign Exchange earned	NIL
2)	Foreign Exchange used	NIL
a.	Import of Capital Goods	NIL
b.	Import of raw materials and spares	NIL
c.	Travelling and other expenditure	NIL

33. WHISTLE BLOWER POLICY:

The Company has adopted a Whistle Blower Policy as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the Code of Business Principles of the Company.

ACKNOWLEDGEMENT:

The Directors thank the Company's customers, vendors, investors and academic partners for their continuous support. The Directors also thank the Government of India, Governments of various states in India, concerned Government departments & agencies and our Bankers for their co-operation.

The Directors appreciate and value the contribution made by all our employees and their families and the contribution made by every other member of the IHCL family, for making the Company what it is

**For and on behalf of the Board
SRI HAVISHA HOSPITALITY AND INFRASTRUCTUE LIMITED**

**PLACE: HYDERABAD
DATE: 21st July, 2022**

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

REPORT ON CORPORATE GOVERNANCE

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

In accordance with Schedule V of the SEBI (LODR) Regulations, 2015 and some of the best practices followed internationally on corporate governance, the report containing the details of corporate governance systems and processes is as under:

COMPANY'S PHILOSOPHY

Sri Havisha Hospitality and Infrastructure Limited (SHHIL) is committed to the highest standards of Corporate Governance in all its activities and processes. The driving forces of Corporate Governance at SHHIL are its core competence and core values – Belief in Core Competence, people, leadership, consumer orientation and pursuit of excellence and strive to achieve the best in all the fields.

1. BOARD OF DIRECTORS

a) COMPOSITION AND CATEGORY OF DIRECTORS:

The Board of Directors of the Company comprises of an optimum combination of executive and non-executive directors, which is in conformity with Regulation 17 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 149 of the Companies Act, 2013 ('Act').

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

As on the date of this report, none of the Directors serve as a Director or as an Independent Director in more than 7 (Seven) listed entities, and the Managing Director does not serve as an Independent Director on any listed company.

Further, none of the Independent Directors serve as a Non-Independent Director of any company on the board of which any of our Non-Independent Directors are an Independent Director.

During the Financial Year 2021-22, none of the Directors acted as a member in more than 10 (Ten) committees or as a Chairperson in more than 5 (Five) committees (committees being Audit Committee and Stakeholders Relationship Committee as per Regulation 26(1) of the SEBI LODR) across all listed entities where they serve as a Director.

The Board of Directors met 5 (Five) times during the Financial Year 2021-22. The Board meetings were held on June 08, 2021, June 28, 2021, August 13, 2021, November 12, 2021 and February 14, 2022. The information as required in terms of SEBI LODR is being regularly placed before the Board. The Board also reviews the declaration made by the Managing Director of the Company regarding compliance with all laws applicable to the Company on a quarterly basis.

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

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

SIZE AND COMPOSITION OF THE BOARD

At the beginning of the financial year, the Board comprised of Six (06) Directors, and Company has appointed Ms. Satya Pinjala (DIN- 00042281) and Mr. Dharmin Dontamsetti (DIN-07350807) as Additional Non-Independent Non-Executive Directors, and Prof. Sydney Prabhu (DIN- 02087483) as Additional Independent Director at the Board Meeting held on February 14, 2022. These Directors were also the part of Transferor Company and played a significant role in the decision making and growth of the Company. Further, after the Closing of the Financial year the Company has appointed Mr. Polepeddi Sathyanarayana (DIN-03531819), as an Additional Independent Director on May 13, 2022 through Resolution by Circulation for the period of 5 (Five) years subject to the approval of the Shareholders in the ensuing Annual General Meeting. These Directors brings in a pool of collective knowledge from various disciplines.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting('AGM'), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairpersonships / Memberships held by them in other public limited companies (excluding directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act) as on March 31, 2022 are given herein below.

Further, none of them is a member of more than ten committees or Chairperson of more than five committees across all the public companies in which he/she is a Director. For the purpose of determination of limit of the Board Committees, Chairpersonship and Membership of the Audit Committee and Stakeholders' Relationship Committee only have been considered as per Regulation 26(1)(b) of the SEBI Listing Regulations

Name of the Director	Category of Directorship
Mr. Venkat Manohar Dontamsetti	Chairperson, MD
Mr. Binod Kumar Sinha	Independent Director
Mr. Vuppu Subrahmanyam	Independent Director
Ms. Deekshita Dontamsetti	Non-Independent, Non-Executive Woman Director
Ms. Annaiahsetty Bala Setty	Non-Executive, Non-Independent Director
Mr. Abhaya Shankar	Independent Director
Ms. Satya Pinjala	Whole Time/Executive Director

Mr. Dharmin Dontamsetti	Non-Independent Director
Prof. Prabhu Sydney Miranda	Independent Director
**Mr. Polepeddi Sathyanarayana	Additional Independent Director

** was appointed on May 13, 2022 by passing Resolution By Circulation

Ms. Satya Pinjala was appointed as Non Executive Non Independent Director by Board of Directors of the Company at the Meeting held on February 14, 2022. Thereafter, with the approval of the Shareholders of the Company her designation has been changed to Whole Time/ Executive Director.

NOTE-

1. Mr. Venkat Manohar Dontamsetti, Chairman and Managing Director of the Company is related to Ms. Satya Pinjala, Ms. Deekshita Dontamsetti, and Mr. Dharmin Dontamsetti.

He is the Father of Ms. Deekshita Dontamsetti, and Mr. Dharmin Dontamsetti. He is Brother of Ms. Satya Pinjala.

2. Ms. Deekshita Dontamsetti, is related to Mr. Venkat Manohar Dontamsetti and Mr. Dharmin Dontamsetti. She is daughter of Mr. Venkat Manohar Dontamsetti and Sister of Mr. Dharmin Dontamsetti

3. Mr. Dharmin Dontamsetti, is related to Mr. Venkat Manohar Dontamsetti and Ms. Deekshita Dontamsetti. He is son of Mr. Venkat Manohar Dontamsetti and Brother of Ms. Deekshita Dontamsetti.

4. Ms. Satya Pinjala, is related to Mr. Venkat Manohar Dontamsetti. She is sister of Mr. Venkat Manohar Dontamsetti.

Name of the Director	Attendance		Other Directorship	Other Committee	
	BM	AGM	Number of Directorship In Other Public Companies	Member -ship	Chair-manship
Dontamsetti Venkat Manohar	5	Yes	2	3	0
Binod Kumar Sinha	5	Yes	1	2	1
Vuppu Subrahmanyam	1	No	0	2	1
Deekshita Dontamsetti	4	No	0	0	0
Annaiahsetty Bala Setty	2	No	0	0	0
Abhaya Shankar	4	Yes	1	2	1
**Satya Pinjala	-	-	1	0	0
**Dharmin Dontamsetti	-	-	1	0	0
** Prabhu Sydney Miranda	-	-	0	0	0

**** Appointment was done at the Board Meeting held on February 14, 2022 and no Board Meeting took place after that.**

During FY 2021-22, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration

During FY 2021-22, one meeting of the Independent Directors was held on February 14, 2022. The Independent Directors, inter-alia, reviewed the performance of Non-Independent Directors, Board as a whole and Chairman of the Company, taking into account the views of executive directors and non-executive directors. They also assessed the quality, quantity, timeliness and adequacy of information between the Company's management and the Board.

The Board periodically reviews the compliance reports of all laws applicable to the Company

2. NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY DIRECTORS:

Details of shares of the Company held by Directors as on March 31, 2022 are as below:

S. No.	Name of Director	Number of Shares
1.	Mr. Dontamsetti Venkat Manohar	2,26,83,285
2.	Mr. Binod Kumar Sinha	Nil
3.	Mr. Vuppu Subrahmanyam	Nil
4.	Ms. Deekshita Dontamsetti	1,57,800
5.	Ms. Annaiahsetty Bala Setty	Nil
6.	Mr. Abhaya Shankar	Nil
7.	Ms. Satya Pinjala	Nil
8.	Mr. Dharmin Dontamsetti	13,91,700
9.	Prof. Prabhu Sydney Miranda	Nil
10.	Mr. Polepeddi Sathyanarayana	Nil

3. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

TRAINING & FAMILIARISATION PROGRAMME

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

DIRECTORS QUALIFICATIONS, SKILLS, EXPERTISE, COMPETENCIES AND ATTRIBUTES

The Board skills matrix provides a guide as to the skills, knowledge, experience, and other criteria appropriate for the functioning of the Board. The Board has identified this matrix as a tool to assist with professional development initiatives for Directors. The Company believes in skills-based composition of

the Board comprising of Directors who collectively have the skills, knowledge, and experience to effectively govern and direct the Organization. These are broadly categorized under following aspects:

- **Governance**

This category includes skills relevant to performing the Board's key functions such as strategic planning, policy development, financial performance, audit review, risk & compliance oversight, overall experience, assessing strategic opportunities and threats, good governance practices.

- **Industry specific**

This category includes skills relevant to the retail industry in which the Company operates such as business development, vendor management, technology, marketing & communication and operational efficacy, understanding consumer buying patterns, consumption analysis, product innovations, supplier management, store operations and customer interactions.

- **Personal attributes & qualities**

These are the attributes which are generally considered desirable to be an effective Director possessing specific qualities like leadership, effective communication, honesty, independence, commitment, professionalism, Innovative, ethics and integrity etc.

All the Directors of the Company have been appointed possessing the above given skills / attributes and bring immense benefit and experience to the Company.

Name of Director	Finance	Strategy/ Business Leadership	Digital and Information Technology	Governance	Sales & Marketing	Human Resources	Hospitality
Mr. Venkat Manohar Dontamsetti	✓	✓	✓	✓	✓	✓	✓
Mr. Binod Kumar Sinha	✓	✓	✓	✓	✓	✓	✓
Mr. Vuppu Subrahmanyam	✓	✓	✓	✓	✓	✓	✓
Ms. Deekshita Dontamsetti	✓	✓	✓	✓	✓	✓	✓
Ms. Annaiahsetty Bala Setty	✓	✓	✓	✓	✓	✓	✓
Mr. Abhaya Shankar	✓	✓	✓	✓	✓	✓	✓
Ms. Satya Pinjala	✓	✓	✓	✓	✓	✓	✓
Mr. Dharmin Dontamsetti	✓	✓	✓	✓	✓	✓	✓
Prof. Prabhu Sydney Miranda	✓	✓	✓	✓	✓	✓	✓
Mr. Polepeddi Sathyanarayana	✓	✓	✓	✓	✓	✓	✓

4. CONFIRMATION OF THE BOARD FOR INDEPENDENT DIRECTORS

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

5. DETAILED REASONS FOR THE RESIGNATION OF AN INDEPENDENT DIRECTOR

During the year none of the Independent Directors have tendered resignation.

6. SELECTION OF NEW DIRECTORS AND BOARD MEMBERSHIP CRITERIA

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

7. BOARD MEETINGS:

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

The recommendations of the Committees are placed before the Board for necessary approval and/or noting. During the Financial Year 2021-22, 5 (Five) Board Meetings were held on: The Board meetings were held on June 08, 2021, June 28, 2021, August 13, 2021, November 12, 2021 and February 14, 2022. The gap between any two consecutive Board Meetings during this period did not exceed 120 days.

The Board has a formal schedule of matters reserved for its consideration and decision. These include approving business strategy, setting performance targets, reviewing performance, approving investments, ensuring adequate availability of financial resources and reporting to the Shareholders. The Board generally meets 4 times during the year. The Directors are also given option of attending the Board Meeting through video conferencing. All relevant information as required under Schedule II of the SEBI (LODR) Regulations, 2015 was placed before the Board from time to time.

8. SEPARATE MEETING OF INDEPENDENT DIRECTORS:

Pursuant to the provisions of Section 149(8) read with Schedule IV of the Act and Regulations 25(3) & 25(4) of the Listing Regulations, a Meeting of the Independent Directors was convened on February 14, 2022 without the presence of Non-Independent Directors and Members of the Management to discuss and review:

- a) The performance of the Chairman, Non – Independent Directors and the Board.
- b) the quality, quantity and timeliness of flow of information between the Company,

All the Independent Directors were Present at the Meeting.

9. EVALUATION OF THE BOARD'S PERFORMANCE

The Board has a formal mechanism for evaluating its performance and as well as that of its Committees and individual directors, including the Chairman of the Board based on the criteria laid down by Nomination and Remuneration Committee which included attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest, adherence to Code of Conduct and Business ethics, monitoring of regulatory compliance, risk assessment and review of internal control systems, etc.

10. BOARD COMMITTEES

The Board Committees are set up by the Board and are governed by its terms of reference which exhibit the scope, composition, tenure, functioning and reporting parameters. The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas of concern for the Company that need a closer review. The Committees operate under the direct supervision of the Board, and Chairpersons of the respective committees report to the Board about the deliberations and decisions taken by the Committees. The recommendations of the Committees are submitted to the Board for approval. During the year under review, all recommendations of the Committees were approved by the Board. The minutes of the meetings of all committees of the Board are placed before the Board for noting. There are three Board Committees as on March 31, 2022, details of which are as follows

I. AUDIT COMMITTEE:

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

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

TERMS OF REFERENCE

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

- overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- reviewing and examining with management the Quarterly Financial Results before submission to the Board;
- reviewing and examining with management the Annual Financial Statements before submission to the Board and the auditors' report thereon before submission to the board for approval with particular reference to:
 - (a) matters required to be included in the Director's Responsibility Statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;

- (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;
- scrutiny of inter-corporate loans and investments made by the Company;
 - reviewing with management the annual financial statements as well as investments made by the unlisted subsidiary companies;
 - reviewing, approving or subsequently modifying any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;
 - approving the appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
 - recommending the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services;
 - reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 - reviewing management letters / letters of internal control weaknesses issued by the Statutory Auditors;
 - discussing with Statutory Auditors, before the commencement of audit, on the nature and scope of audit as well as having post-audit discussion to ascertain area of concern, if any;
 - reviewing with management, Statutory Auditors and Internal Auditor, the adequacy of internal control systems;
 - reviewing the financial statements, in particular, the investments made by the unlisted subsidiaries;
 - reviewing the appointment, removal and terms of remuneration of the Internal Auditor.
 - reviewing the adequacy of internal audit function and discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues;
 - evaluating internal financial controls and risk management systems;
 - evaluating 'undertaking or assets' of the Company, wherever it is necessary;
 - reviewing the functioning of the Whistle Blowing mechanism

The Audit Committee met 5 (Five) times during the year on During the Financial Year 2021-22, these Meetings were held on: June 08, 2021, June 28, 2021, August 13, 2021, November 12, 2021 and February 14, 2022 also the gap between two meetings does not exceed one hundred twenty days. The necessary quorum was present for all the meetings.

The Composition and attendance of each member of the Audit Committee is as follows:

S.No	Name of the Audit Committee Member	Designation	No. of Meetings held	No. of Meetings Attended
1.	Mr. V. Subrahmanyam	Chairman	05	01
2.	Mr. Binod Kumar Sinha	Member	05	05
3.	Mr. Abhaya Shankar	Member	05	05
4.	Mr. Venkat Manohar Dontamsetti	Member	05	05

II. NOMINATION & REMUNERATION COMMITTEE

The terms of reference of this Committee cover the matters as specified for Nomination and Remuneration Committees (“NRC”) under Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The NRC also discharges the Board’s responsibilities relating to compensation of the Company’s Executive Directors and Senior Management. Terms of Reference of the committee inter-alia includes:

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

The Nomination & Remuneration Committee met 2 (Two) times during the Financial Year 2021-22. August 13, 2021, and February 14, 2022

COMPOSITION AND OTHER DETAILS

S.No	Name of the Audit Committee Member	Designation	No. of Meetings held	No. of Meetings Attended
1.	Mr. V. Subrahmanyam	Chairman	02	01
2.	Mr. Binod Kumar Sinha	Member	02	02
3.	Mr. Abhaya Shankar	Member	02	02
4.	Mr. Venkat Manohar Dontamsetti	Member	02	02

Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for independent directors is determined by the NRC. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behaviour and judgement.

III. **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

Section 178(5) of the Act prescribes that a company which consists of more than one thousand shareholders, debenture holders, deposit-holders and any other security holders at any time during a financial year shall constitute a Stakeholders Relationship Committee.

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

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

The Committee comprises of Mr. B.K. Sinha (Independent Director), Mr. V. Subrahmanyam , Mr. Abhaya Shankar, Mr. Venkat Manohar Dontamsetti. Mr. B. K. Sinha (Independent Director) is the Chairman of the Committee.

Mr. Rahul Jain, Company Secretary and Compliance Officer of the Company, is the Compliance Officer for redressal of shareholder's/ investors' complaints

S.No.	Name	Designation	No. of Meetings held	No. of Meetings Attended
1.	Mr. Binod Kumar Sinha	Chairman	01	01
2.	Mr. V. Subrahmanyam	Member	01	01
3.	Mr. Abhaya Shankar	Member	01	01
4.	Mr. Venkat Manohar Dontamsetti	Member	01	01

Number of complaints from shareholders during the year ended 31st March 2022

The status of Investor Complaints as on March 31, 2022 as reported under Regulation 13(3) of the SEBI LODR is as under

Complaints outstanding as on April 01, 2021	NIL
Complaints received during the year ended March 31, 2022	NIL
Complaints resolved during the year ended March 31, 2022	NIL
Complaints not solved to the satisfaction of shareholders	NIL
Complaints pending as on March 31, 2022	NIL

11. GENERAL BODY MEETINGS

Annual General Meeting

Date	Venue	Time
September 29, 2021	Video Conference / Other Audio Visual Means	04.30 pm
December 30, 2020	Video Conference / Other Audio Visual Means	11.00 a.m.
September 28, 2019	Hari Hara Kala Bhavan, S.P. Road, Near Patny Circle, Secunderabad	11:00 a.m.

- No Extraordinary General Meeting of the shareholders was held during the financial year 2021-22, However on May 11, 2022 Company has convened an Extraordinary General Meeting for transacting some imperative business.
- No Postal Ballot was conducted during the financial year 2021-22. As of the date of the Report, no special resolutions are proposed to be conducted through postal ballot.

EXTRAORDINARY GENRAL MEETING

Date and time of the Meeting	Venue	Details of the Special Resolutions passed in the Meeting
May 11, 2022 at 03.30 pm	Video Conference / Other Audio Visual Means	<ol style="list-style-type: none">1. Re-appointment of Mr. Venkat Manohar Dontamsetti (DIN-00223342) as Managing Director of the Company2. Appointment of Prof. Sydney Prabhu Miranda (DIN-02087483) as an Independent Director of the Company3. Authority To The Board Of Directors Under Section 180(1)(C) Of The Companies Act, 2013 For Borrowings Upto The Revised Limit Of Rs. 100 (One Hundred) Crores4. To seek approval under Section 180(1)(A) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company5. Approval for material related party transactions

12. MEANS OF COMMUNICATION

The Company has a website viz., www.shrishakti.com The annual financial results are posted on the Company's website for the information of its shareholders.

The audited financial results are generally published in the leading English Dailies and as well as in the vernacular (Telugu) Newspaper.

All material information about the Company is promptly sent through mail to the Indian Stock Exchanges where the Company's shares are listed and released to the Press for information of the public at large.

GENERAL SHAREHOLDERS INFORMATION

ANNUAL GENERAL MEETING	29 th Annual General Meeting of the Company will be held through video conferencing or other audio visual mode on the Friday, August 12, 2022 at 03.30 pm
Financial Year	April 01, 2021 to March 31, 2022
Book closure	August 06, 2022 to August 12, 2022
Name of the Stock Exchange	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai BSE Code: 531322 National Stock Exchange of India Limited, Exchange Plaza,C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai-51 NSE Symbol – HAVISHA
Particulars of Payment of Listing Fee to Stock Exchange	Listing Fees as applicable have been paid
Credit Rating	Not Applicable, as during the Financial Year, Company has not obtained any Credit Rating
Share Registrar and Transfer Agents	M/s. XL Softech Systems Ltd., 3, Sagar Society, Banjara Hills, Hyderabad, Telangana,
SHARE TRANSFER SYSTEM	All shares sent for transfer in physical form are registered by the Registrar and Share Transfer Agents as per the Listing Regulations, 2015. Request for transfer and transmissions are approved by the Share Transfer Agent under the authority granted by the Board. Shares under objection are returned within two weeks. All requests for dematerialization of shares are processed and the confirmation is given to the respective depositories i.e. the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL)
REGISTERED OFFICE/ADDRESS FOR CORRESPONDENCE:	SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED Venus Plaza, Begumpet, Hyderabad-500 016 Phone: 040-27902929 / Fax: 040-27908989 Email: cs@shrishakti.com Website: http://www.shrishakti.com//

Financial results were approved as follows:

Un-audited Financial results for –

First Quarter	August 13, 2021
Second Quarter	November 12, 2021
Third Quarter	February 14, 2022
Fourth Quarter	May 30, 2022

DISTRIBUTION OF SHARES ACCORDING TO SIZE, CLASS AND CATEGORIES OF SHAREHOLDERS AS ON MARCH 31, 2022

Shareholdings of nominal value of		Shareholders		Share Amount	
(Rs.)		Nos.	%	In Rs.	%
Upto	5,000	8179	41.05	23,26,902	0.76
5,001	10,000	2261	11.35	35,55,916	1.16
10,001	20,000	4468	22.42	1,35,46,950	4.41
20,001	30,000	2420	12.14	1,32,33,262	4.31
30,001	40,000	313	1.57	22,22,678	0.72
40,001	50,000	387	1.94	35,55,662	1.16
50,001	1,00,000	981	4.92	1,36,46,950	4.44
1,00,001	& Above	917	4.60	25,49,83,280	83.04
Total		19926	100	30,70,71,600	100.00

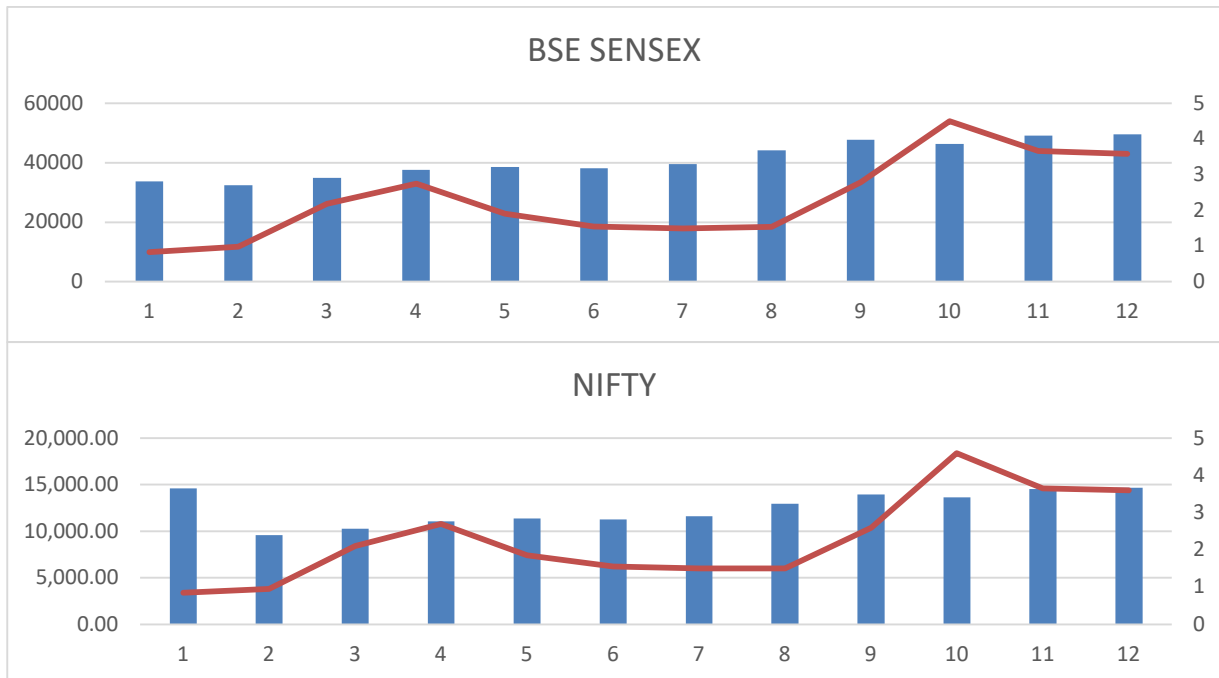
As on 31st March 2022, 65.44% of the Company's Equity Capital was held in dematerialized form with NSDL and CDSL. Further, SEBI has amended Regulation 40 of the SEBI LODR, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in demat form.

CATEGORIES OF SHAREHOLDING AS ON MARCH 31, 2022

S. No.	Category	No. of Shareholder	Shares Held	% of Shareholding
	PROMOTER			
a.	Individuals (Indian)	10	25319685	16.49
b.	Body Corporate	02	24025500	15.65
c.	Individual (Non-Resident)	06	3158550	2.06
	NON-PROMOTER			
d.	Financial Institutions/ Banks	01	600000	0.39
e.	Individual	19467	56113989	36.55
f.	Other	439	44318076	28.86
	Total	19925	153535800	100

MARKET PRICE DATA: From 01.04.2021 to 31.03.2022

Month	BSE		NSE		Index Close Price	
	High	Low	High	Low	Sensex	Nifty
Apr-21	0.83	0.66	0.85	0.65	33717.62	14,597.88
May-21	0.98	0.76	0.95	0.75	32424.1	9,580.30
Jun-21	2.18	1	2.1	1	34915.8	10,302.10
Jul-21	2.75	1.42	2.7	1.55	37606.89	11,073.45
Aug-21	1.91	1.11	1.85	1.1	38628.29	11,387.50
Sep-21	1.54	1.17	1.55	1.2	38067.93	11,247.55
Oct-21	1.49	1.15	1.5	1.15	39614.07	11,642.40
Nov-21	1.53	1.16	1.5	1.15	44149.72	12,968.95
Dec-21	2.78	1.4	2.6	1.45	47751.33	13,981.75
Jan-22	4.5	2.69	4.6	2.5	46285.77	13,634.60
Feb-22	3.66	2.35	3.65	2.35	49099.99	14,529.15
Mar-22	3.59	2.45	3.6	2.5	49509.15	14,690.70



15. OTHER DISCLOSURES

I. RELATED PARTY TRANSACTIONS:

During the year under review, besides the transactions reported in Note forming part of the Financial Statements for the year ended 31st March 2022 in the Annual Report, there were no other material related party transactions of the Company with its Promoters, Directors or the Management or their relatives. These transactions do not have any potential conflict with the interest of the Company at large. All related party transactions are placed before the Audit Committee of the Board periodically and placed for Board's information, if required.

Further there are no material individual transactions that are not in normal course of business or not on an arm's length basis

II. DETAILS OF NON-COMPLIANCE BY THE LISTED ENTITY

During the Financial year 2021-2022, there were two instances of Non- Compliances, However the Company has complied and made good of the said non-Compliances well before the any observation letter issued by the Stock Exchanges.

The NSE and BSE has raised the Penalty under Regulation 17(1) of the Listing Regulation which states that, the Composition of the Board of Directors of the Company shall be optimum if the Chairperson of the Board is Executive Director, the Half of the Total Board shall consist of the Independent Director.

In this regard the Company has made representation before both the Stock Exchanges and brought to their kind Notice, that the said appointments of the Directors of the Company have been made pursuant to the Amalgamation of the Transferor Company with the Transferee Company. The Directors so appointed hold responsible positions on the Board of the Transferor Company. Company has planned well in advance regarding appointment of Executive and Non-Executive Director, however the proposed independent Director conveyed his regret to join the Board on agreed date and Directors who are appointed on February 14, 2022 had already given their consent to act as the Directors of the Company with effect from the said date.

Since we have received their consent and Board was also intimated about the same, the appointment of the Directors who already agreed and gave their consent could not be deferred.

Further, after receiving regret letter from the proposed Independent Director, the Company immediately started searching for suitable replacement and contacted several reputed persons. However they expressed their inability to join the Board due to various reasons including short notice. Thus this is an unintentional non-Compliance and the Company has made good of this by appointing Independent Director at the earliest, well before receiving any kind of observation from the Stock Exchanges.

Considering the above representation made by the Company to the respected Stock Exchanges, we are expecting that the Stock exchanges will not take any hard decision or harsh actions, since these reasons were beyond the Control of the Company. Due to reason beyond the Control of Company, the appointment of another Independent Director in the Company could not be made on same day.

Stock Exchanges have Imposed the Penalty for the Non-Compliance of the Regulation 17(1A) of the Listing Regulation which states that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (Seventy-Five) years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

- The Company has clarified to the Stock Exchanges stating the Provision of Section 161(1) of the Companies Act 2013, the Board of Directors of the Company if authorised by the Articles of the Association of the Company may appoint any person as an Additional Director on the Board of the Company. Article 96 of the Articles of Association of the Company authorises the Board of Directors of the Company to appoint one or more person as Additional Director on the Board of the Company provided other applicable provisions of the Act are followed. Further, company has convened the Extraordinary General Meeting on May 11, 2022 and has passed the **Special Resolution** for the appointment of Mr. Prabhu Sydney Miranda. Notice of the Said EGM was served to all the Shareholders of the Company well before receiving any observation letter from the Stock Exchanges.

III. VIGIL MECHANISM

The Company has a robust whistle-blower mechanism. The employees are encouraged to raise any of their concerns by way of whistle-blowing and all employees have been given access to the Audit Committee Chairman. Employees can report to the management their concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.

IV. CEO / CFO CERTIFICATION:

The Managing Director (MD) and Chief Financial Officer (CFO) have certified to the Board in accordance with Regulation 17(8) of the SEBI LODR pertaining to CEO/CFO certification for the financial year ended March 31, 2022, which is annexed hereto.

V. DISCLOSURE OF ACCOUNTING TREATMENT:

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 read with Section 133 of the Act.

VI. DISCLOSURE ON WEBSITE:

The Policy on Related Party Transactions is posted on the website of the Company and can be accessed at: www.shrishakti.com

VII. DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT AS SPECIFIED UNDER REGULATION 32 (7A):

The Company has not raised any funds through preferential allotment or qualified institutions placement.

VIII. CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

A certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority is attached as an annexure.

The Company has obtained compliance certificate from the Practicing Company Secretary on corporate governance, and the same is attached as an annexure.

IX. DISCLOSURE OF NON-ACCEPTANCE OF ANY RECOMMENDATION OF ANY COMMITTEE BY THE BOARD IN THE FINANCIAL YEAR 2021-22 AND ITS REASON

There was no such instance during the FY 2021-22 when the Board did not accept any recommendation of any Committee of the Board

X. FEES PAID TO STATUTORY AUDITOR

The details of the total fees for all services paid by the listed entity to the statutory auditor is given below:
(In Rupees)

S. NO.	PARTICULARS	PAYMENT
1.	Audit of statutory accounts	2,25,000
	Total	2,25,000

XI. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT

There have been no instances of non-compliance (apart from non compliance mentioned in Point 15(II)) of any requirement of the Corporate Governance Report as prescribed by the SEBI LODR

XII. DISCLOSURE OF COMPLIANCE WITH THE SEBI LODR

The Company has complied with the Corporate Governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 and Schedule V - Part C to F of the SEBI LODR.

XIII. DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

- a. Number of complaints filed during the financial year: Nil
- b. Number of complaints disposed of during the financial year: Nil
- c. Number of complaints pending as on end of the financial year: Nil

XIV. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

S. No	Particulars	Details
1.	aggregate number outstanding shares in the suspense account lying at the beginning of the year	2,01,37,578
2.	number of shareholders who approached listed entity for transfer of shares from suspense account during the year	04
3.	number of shareholders transferred from suspense account during the year	04
4.	number of shares transferred from suspense account during the year	6,000
5.	aggregate number outstanding shares in the suspense account lying at the end of the year	2,01,31,578

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

**PLACE: HYDERABAD
DATE: 21st July, 2022**

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

MANAGEMENT DISCUSSION AND ANALYSIS

SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED (formerly known as **SHRI MATRE POWER AND INFRASTRUCTURE LIMITED (SMPIL) & SHRI SHAKTI LPG LTD (SSLPG)**) was originally engaged in business of LPG marketing.

➤ **INDUSTRY STRUCTURE AND DEVELOPMENTS**

LPG marketing was the monopoly of the Government Oil Companies who had piled up a huge waitlist. The Government of India in 1993 permitted the private sector participation with a commitment that the subsidy enjoyed by the Government Oil Companies would be removed in a phased manner in the next few years. It had also committed that the commercial and industrial LPG markets in India would be reserved exclusively for the private sector, till the subsidy withdrawal in the domestic sector is completed. None of the promises were implemented as a result of which the private sector companies were unable to run the LPG business on a profitable basis due to the total absence of the level playing field.

After a long suffering due to Government policies explained above and enormous amount of toil that has gone into developing LPG business as a largest Private Sector player, Company had to abandon that activity.

Thereafter, Company took up the merger initiative, wherein Shri Shakti Resorts and Hotels Limited (Transferor Company) would be merging with the Company. Both the Companies applied for requisite Statutory approvals.

The transferor Company owns The Manohar Hotel, located at Begumpet Old Airport Exit Road. This is a down town hotel in the center of the twin cities and in close proximity to US Embassy. The Hotel houses 128 well appointed rooms and suits which are tastefully done with all modern amenities to suit the business and leisure travelers. It also owns Family World with good banquet facilities.

On 16th November 2021, our company has received, the order from Hon'ble National Company Law Tribunal (NCLT), approving the merger of Shri Shakti Resorts and Hotels Limited (transferor company) with Sri Havisha Hospitality And Infrastructure Limited. Thereafter Company has filed the necessary forms and documents before the Registrar of the Companies and pursuing for consequent approval.

➤ **GLOBAL ECONOMY: THE YEAR IN REVIEW**

The global economy resumed its path of recovery even with the resurgence of new variants of the COVID-19 pandemic. After nationwide lockdowns deployed during the first wave the hospitality industry was adversely affected. To combat the pandemic situation Governments encouraged wide vaccination drives , COVID-19 appropriate behavior, improvements in healthcare infrastructure, increased coverage of testing while resorting to localized containment measures to control subsequent waves.

Following a contraction of 3.1% in the calendar year 2020, global growth is estimated at 6.1% in 2021. Growth estimates for 2021 of advanced economies is 5.2% while that of emerging markets and developing economies are pegged at 6.8%. For the same period, economic growth estimate for United States of America (USA) is 5.7% and the United Kingdom (UK) is 7.4%. Emerging and Developing Asian economies is estimated to have grown by 7.3% with the Indian economy estimated to have grown by 8.9% and China by 8.1%. (Source: International Monetary Fund (IMF))

The war in Ukraine has triggered a costly humanitarian crisis that demands a peaceful resolution. At the same time, economic damage from the conflict will contribute to a significant slowdown in global growth in 2022 and add to inflation. Fuel and food prices have increased rapidly, hitting vulnerable populations in low-income countries hardest. Global growth is expected to slow significantly in 2022, largely as a consequence of the war in Ukraine. A severe double-digit drop in GDP is expected in Ukraine due to fighting.

INDIAN ECONOMY: THE YEAR IN REVIEW

The Indian GDP grew during FY 2021-22 at 8.7% compared to a contraction of 6.6% in FY 2020-21 as per the Press Note dated May 31, 2022 of the National Statistical Office of the Government of India. Total Consumption grew by 7.0% in FY 2021-22 enabled by private spending. Exports of both goods and services have been exceptionally strong in FY 2021-22 growing by 24.3%. Imports also recovered strongly with recovery in domestic demand coupled with higher international commodity prices to grow by 35.5% in FY 2021-22. In terms of Gross Value Added (GVA), the agricultural sector was the least impacted compared to other industries and grew by 3% during FY 2021-22 after a growth of 3.3% in FY 2020-21. Trade, Hotels, Transport, Communication and Broadcasting related services, constituting about a third of overall services grew by 11.1%. The Indian real estate market, which has proven to be inflation-proof, has shown a significant revival in FY 2021-22. India's balance of payments remained in surplus throughout the past two years which has enabled the Reserve Bank of India to maintain a strong position in foreign currency reserves above US\$ 600 billion. In its Monetary Policy Report of April 2022, the Reserve Bank of India (RBI) has projected real GDP to grow at 7.2% in FY 2022-23. Several high frequency indicators viz. railway freight, GST collections, electricity demand, import of capital goods, etc. have displayed robust growth during February and March 2022. There has been a significant rise in consumer optimism on the back of improved sentiments of the general economic situation. According to 'The Economist' - May 14, 2022 edition, India is expected to be the fastest growing big economy in the world. While the economy has been looking up in the fourth quarter of FY 2021-22, escalating geopolitical tensions in the Black Sea region resulting in significant hardening of international crude oil and other commodity prices, the loss of momentum in global trade and risk of future waves of COVID-19 infections pose downside risks to the outlook for India in line with the global economy. Further, in May 2022 the RBI considered prevailing high inflationary conditions while raising interest rates by 40 basis points. (Source: Reserve Bank of India Monetary Policy Report – April 2022 and May 2022)

➤ **INDUSTRY INSIGHT**

GLOBAL HOSPITALITY AND TOURISM INDUSTRY

According to the latest **UNWTO World Tourism Barometer**, international tourism saw a 182% year-on-year increase in January-March 2022, with destinations worldwide welcoming an estimated **117 million international arrivals compared to 41 million in Q1 2021**. Of the extra 76 million international arrivals for the first three months, about 47 million were recorded in March, showing that the recovery is gathering pace

State Governments have eased regional travel restrictions, the Government of India recently ended its COVID-19 containment measures under the Disaster Management Act and resumed regular international flights, thus paving the way for greater inflow of international tourist arrivals to India. With these segments beginning to rebound demand forecast is expected to be robust. Corporate business travel is more likely to resume for purposes of client acquisitions, relationship building, industry conferences, exhibitions and tradeshows. Increase in international travellers to leisure destinations as well as inbound travel for weddings, conferences and events along with pent-up demand among domestic travellers are expected to further increase occupancies. Increasing demand for rooms coupled with a favorable demand-supply equation in branded accommodations should progressively improve average room rates. This is substantiated by the business performance for April 2022 which was better than that of April 2019. The industry would continuously need to explore ancillary revenue streams to maximise revenue per square foot of real estate thereby protecting its revenue generating capabilities.

➤ **REVIEW OF THE BUSINESS**

IMPLEMENTATION OF REVIVAL STRATEGIES

Your company succeeded in implementing the strategy for its turn around which was as follows:

- One time Settlement (OTS) with term loan, working capital lenders and for unsecured loans wherein the entire accumulated interest along with considerable part of the principle amount was waived.
- Met OTS commitments and became debt free virtually.
- Most of fixed assets, other than land were disposed off and efforts are being made for sale of balance assets. The amount when realized from balance sale of assets will be the seed capital for future new businesses.

➤ **STATE OF AFFAIRS AND FUTURE OUTLOOK OF THE COMPANY:**

As Informed to the Shareholders in the Previous Year's Report, the merger process of Shri Shakti Resorts and Hotels Limited (Transferor Company) with your Company is at advance stage. Thereafter your Company received Approval from National Company Law Tribunal (NCLT) for the merger of Shri Shakti Resorts and Hotels Limited with your Company.

This Merger will strengthen the prospects of your Company. Though your Company is a debt free Company, till now we could not revive the business of the Company. With this Merger, your Company will have active business since Shri Shakti Resorts & Hotels Ltd is a fully operational Company which is active in the Hospitality Industry.

This merger resulted in reasonable turnover in your Company and helped in concluding the Year 2021-22 on profitable note. This favourable trend is continuing in the present financial year also wherein your Company recorded good revenues and profit in the First Quarter of financial year 2022-23. This augurs well for the future of your Company which started picking up good volumes of business in the highly challenging post Covid scenario.

Hence, your directors are confident that this merger will bring in more positive developments into your Company and expect to achieve better results in the years to come. The Directors along with the senior Managerial team identified various business initiatives to be taken up on priority along with the action plan to shore up the revenues in the post Covid Scenario. Thus, the macro strategy for the merged entity is identified already. The endeavour of your directors is to maximize the returns to shareholders and we reiterate our commitment to achieve this in the near future.

➤ **RISK AND THREATS**

- One of the Major risks involved at this time is recurrence of Covid.
- Many of the International Airlines are yet to resume full fledged operations.
- Increased competition

➤ **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

Internal control systems

The Company has institutionalised an adequate system of internal controls, with documented procedures covering all corporate functions and hotel operating units. Internal controls provide reasonable assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls, and compliance with applicable laws and regulations. The internal audit process, based on the audits of operating units and corporate functions, provide positive assurance. It converges the process framework, risk and control matrix and a scoring matrix, covering all critical and important functions inter alia revenue management, hotel operations, purchase, finance, human resources and safety. A framework for each functional area is identified based on risk assessment and control, while allowing the unit to identify and mitigate high-risk areas. These policies and procedures are updated periodically and monitored by the Group Internal Audit. The Company aligns all its processes and controls with best practices. Internal controls are reviewed through the annual internal audit process, which is undertaken for every operational unit and all major corporate functions under the direction of the Group Internal Audit. These reviews focus on:

- Identification of weaknesses and improvement areas
- Compliance with defined policies and processes

- Compliance with applicable statutes
- Safeguarding tangible and intangible assets
- Managing risk environment, including operational, financial, social and regulatory risks
- Conformity with the Tata Code of Conduct

The Board's Audit Committee oversees the adequacy of the internal control environment Through periodic reviews of audit findings and by monitoring implementation of internal audit recommendations through compliance reports.

➤ **COMPLIANCE**

SHHIL deploys a robust internal check process to prevent and limit the risk of non-compliance. The Company approaches compliance from a proactive standpoint and believes in responsive intervention. Compliance with laws and regulations is an essential part of its business operations and it adheres to all national and regional laws and regulations in such diverse areas as product safety, product claims, trademark, copyright, patents, competition, employee health and safety, the environment, corporate governance, listing and disclosure, employment and taxes. Nevertheless, it is focussing on increasing awareness, documentation and supplementing the expertise of internal professionals with that of independent consultants, as maybe required from time to time.

➤ **HUMAN RESOURCES**

We are a people-led organisation. We strive to be an employer of choice by encouraging our employees to reach their highest potential in an engaging, professional work environment. Our people are our best assets. Their caliber and commitment is our inherent strength. With the singular objective of always being the employer of choice, we are encouraging them to discover and realize their true potential. Acquiring diverse experiences, accomplishing challenging tasks and continually learning and upskilling is enabling them to deliver their best.

➤ **MANAGEMENT DISCUSSION AND ANALYSIS OF OPERATING RESULTS AND FINANCIAL POSITIONS**

Your Company's Audited Financial Statements are prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

Your Company has earned Profit amounting to Rs. 7.70 lakhs as per Audited Financial Statements for Financial Year ended March 31, 2022, your Company has also taken various initiatives to improve sales and optimize costs to improve profitability in the forthcoming years.

REVIEW OF THE FINANCIAL PERFORMANCE

TOTAL REVENUE

The Total Income for FY 2021-22 is Rs. 909.13 Lakhs, which is higher than the previous year's total income of Rs. 408.98 Lakhs.

EXPENDITURE

Total expenses increased from Rs. 759.39 Lakh to 901.44 Lakh during the current year. While Total Income increased by 122%, Total Expenditure increased by 18.7%.

PROFIT/(LOSS) AFTER TAX

During the current year, the Company has earned Profit of Rs. 7.07 Lakhs against the loss of Rs. 350.41 Lakhs. This was due to a significant improvement in the operating revenues of the Company and cost containment measures continued by the Company during the year.

CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

We, Venkat Manohar Dontamsetti, Managing Director and Chandrasekhara Prasad Chodavarapu and Chief Financial Officer (CFO), to the best of our knowledge and belief certify that:

- A. We have reviewed the financial statements for the financial year ended March 31, 2022 and to the best of our knowledge and belief, we state that:
- I. these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - II. these statements together present a true and fair view of the Company's affairs and are in compliance with the Indian Accounting Standards, applicable laws and regulations.
- B. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the financial year ended March 31, 2022, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify those deficiencies.
- D. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee that:
- I. there has been no significant change in internal control over financial reporting during the financial year ended March 31, 2022;
 - II. there has been no significant change in accounting policies during the financial year ended March 31, 2022, except to the extent, if any, disclosed in the notes to the financial statements; and
 - III. there has been no instance of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having significant role in the Company's internal control systems over financial reporting

**Venkat Manohar Dontamsetti
Managing Director**

**Chandrasekhara Prasad Chodavarapu
Chief Financial Officer**

Date:- 21st July 2022

Place:- Hyderabad

CORPORATE GOVERNANCE COMPLIANCE

The Company has duly complied with the requirements laid down in the provisions of the Listing Regulations (including Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46) for the purpose of ensuring Corporate Governance. A certificate to this has been attached to this Annual Report.

KRISHNA KUMAR.A, FCS



KRISHNA KUMAR & ASSOCIATES
COMPANY SECRETARIES

H. No 2-2-1137/1/A, New Nallakunta
HYDERABAD-500044, TS

Ph.9849064163

E mail: akkirajukrish@gmail.com

SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules 2014)]
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2022

To
The Members
SRI HAVISHA HOSPITALITY AND
INFRASTRUCTURE LIMITED
(CIN: L40102TG1993PLC015988)
Hyderabad.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sri Havisha Hospitality and Infrastructure Limited (hereinafter referred as “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our test check of records available for verification & audit. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.

Based on our verification of the company’s books, papers, minute books, forms and returns filed and other records maintained by the company on test basis and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the financial year ended on 31.03.2022 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company and made available for our verification for the financial year ended on 31.03.2022, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment only. The Company has not made any Overseas Direct Investment.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015;
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not Applicable- as the Company has not formulated any such scheme during the year under review);
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- (Not applicable- to the company during the year under review)
 - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable -as the Company has not delisted its equity shares from any Stock exchange during the year under review); and
 - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable- as the Company has not bought back any of its securities during the year under review);
 - j) The Company has no operations at the plant during 2021-22. Hence, it is not possible to comment on the compliance of other laws applicable to the Company.

We have also examined compliance with the Secretarial Standards issued by the Company Secretaries of India and the Company has generally complied with the Secretarial Standards subject to the observations mentioned in the report.

We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

During the period under review and as per the explanations and clarifications given to us and their presentations made by the Management/ its Authorized Representatives, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above except the following:

- a) The composition of Board of Directors was not in accordance with the provisions of Regulation 17(1) & 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for few days during the last quarter of year under review ie 31s March 2022. However the Company has complied with the above Regulations immediately subsequent to the closure of financial year under review.

We further report that:

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The changes in the composition of the Board of Directors if any that took place during the period under review were carried out in compliance with the provisions of the Act.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) The minutes of the meetings were duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.
- d) There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- e) We have relied on the information supplied and representation made by the Company, its officers and its Authorised Representatives for systems and mechanism followed by the Company for compliance under the applicable Acts, Laws and Regulations to the Company.

We further report that:

- i. The Company has not extended any fresh Corporate Guarantee during the year under review.
- ii. The Company has transactions with related parties during the year under review.
- iii. Certain charges were created by the Company in earlier years on immovable property/ assets in favor of financial Institution(s)/Banks for the term loans/ working capital loans availed. The loans were paid in full but filing of satisfaction of charges by inadvertence were not filed in time. However now the company is in the process of filing the same. The Company has also obtained working capital loan during the year under review and in the process of creating a charge on its assets.

- iv. Consequent upon filing of Petition under Sections 230 read with Section 232 and other applicable provisions of the Companies Act, 2013 for Amalgamation of Shri Shakti Resorts & Hotels Limited (Transferor Company) with Sri Havisha Hospitality and Infrastructure Limited,(Transferee Company) the company has received, the order from Hon'ble NCLT Hyderabad bench, approving the Amalgamation, appointed date being April 01,2020 vide its order dated November 16, 2021.
- v. As per the scheme, for every one (01) fully paid up equity share of INR 10 each held in the Transferor Company (M/s Shri Shakti Resorts and Hotels Limited) 7.52 fully paid up equity shares of Rs. 2/- each of the Transferee Company (M/s Sri Havisha Hospitality and Infrastructure Limited) shall be issued and allotted in Transferee Company.
- No of Equity shares held as at April 01, 2020 in transferor company are 2,03,59,839.
- vi. The company is in the process of allotting shares and complying with various provisions of related Acts to give effect to the Amalgamation.

For Krishna Kumar & Associates
Company Secretaries

(A Krishna Kumar)
Proprietor
FCS# 5356; C.P # 4707
UDIN: F005356D000655588

Place: Hyderabad
Date: 20.07.2022

This Report is to be read with our letter of even date which is annexed as Annexure –A and forms an integral part of this Report.

List of applicable laws:

The Companies Act, 2013
Foreign Exchange Management Act,1999
The Securities Contracts (Regulation) Act, 1956
The Depositories Act, 1996
The Payment of Wages Act, 1936
The Minimum Wages Act, 1948
The Employees Compensation Act, 1923
The Employees Provident Fund and Miscellaneous Provisions Act, 1952
The Payment of Bonus Act, 1965
The payment of Gratuity Act,1972
Equal Remuneration Act, 1976
The Environment Protection Act, 1986
Labour Laws and allied laws both State and Central Labour Departments
The ESI Act & Industry related Specific Acts/ Laws

KRISHNA KUMAR. A, FCS



**KRISHNA KUMAR & ASSOCIATES
COMPANY SECRETARIES**

H. No 2-2-1137/1/A, New Nallakunta
HYDERABAD-500044, TS
Ph.9849064163
E mail akkirajukrish@gmail.com

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,

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

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

In our opinion and to the best of our information and according to our verifications on test basis (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as on 31st March, 2022 (minor deviation was noticed under LODR for few days in appointment of one independent Director before getting general meeting approval) have been debarred or disqualified from being appointed or continuing as Directors of the company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For KRISHNA KUMAR & ASSOCIATES
COMPANY SECRETARIES**

A.KRISHNA KUMAR
FCS: 5356
CP: 4707

Place: Hyderabad
Date: 20.07.2022

UDIN: F005356D000655478

*Disclaimer Note: This certificate has been undertaken to the best of our capability based on of e verification of scans, soft copies, information, oral confirmations, documents made available to us by the management

KRISHNA KUMAR. A, FCS



**KRISHNA KUMAR & ASSOCIATES
COMPANY SECRETARIES**

H. No 2-2-114/27, New Nallakunta
HYDERABAD-500044, TS
Ph.9849064163

E mail akkirajukrish@gmail.com

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

(Requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To

The Members of

Sri Havisha Hospitality and Infrastructure Limited

Hyderabad.

We have examined the compliance of conditions of corporate governance by Sri Havisha Hospitality and Infrastructure Limited for the year ended 31.03.2022 as per the relevant provisions of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from 1st April 2021 to 31st March 2022.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof on test basis, adopted by the Company for examining the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance except late compliance of certain provisions as stipulated in the above mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that generally no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For KRISHNA KUMAR & ASSOCIATES

COMPANY SECRETARIES

A.KRISHNA KUMAR

FCS: 5356

CP: 4707

Place: Hyderabad

Date: 20.07.2022

UDIN: F005356D000655500

*Disclaimer Note: This certificate has been undertaken to the best of our capability based on of e verification of scans, soft copies, information, oral confirmations, documents made available to us by the management.

Independent auditor's report

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

Report on the audit of the financial statements

Opinion

1. We have audited the accompanying financial statements of M/s Sri Havisha Hospitality and Infrastructure Limited (formerly known as Shri Matre Power and Infrastructure Limited and Shri Shakti LPG Limited) ("the Company"), which comprise the balance sheet as at March 31, 2022, and the statement of Profit and Loss (including Other Comprehensive Income), statement of changes in equity, statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

4. We draw your attention to the following matter:

Note 38 of the financial statements – As the management is in negotiations with Airports Authority of India, the extension of the existing lease period is not ascertained in real terms in conformity with Ind AS 116.

Our opinion is not modified in respect of these matters.

Key audit matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed the key audit matter
<p>Accounting in pursuant to the Scheme of merger of M/s Shri Shakti Resorts and Hotels Limited –</p> <p>During the year, M/s Shri Shakti Resorts and Hotels Limited (Transferor Company) has been merged with M/s Sri Havisha Hospitality and Infrastructure Limited (Transferee Company) , as set out in note 41(j) of the financial statements. Accounting for the same has involved judgment in order to:</p> <ul style="list-style-type: none"> • determine whether the acquisition constitutes a business; • determine the fair value of consideration transferred; • identify and measure the fair value of the identifiable assets acquired and liabilities assumed; • allocate the purchase consideration between identifiable assets and liabilities and goodwill, if any; <p>This is a material acquisition for the Company and given the level of estimation and judgement required, we considered it to be a key audit matter. The most significant judgements relate to the accounting of the scheme of merger.</p> <p>Refer Note 2(c) and 2(l) to the Financial Statements.</p>	<p>Our procedures included but were not limited to:</p> <ul style="list-style-type: none"> • We examined the terms and conditions of the scheme of arrangement in order to challenge the Company’s assessment of whether the acquisition comprises a business. • We tested the completeness of the identified assets and liabilities acquired by comparison to the scheme of arrangement, through discussions with the Company. • We assessed the accounting method given as per the NCLT order and the treatment prescribed in the Appendix C to Ind AS 103 values and the methods used to value the underlying assets by: <ul style="list-style-type: none"> (a) Reading the valuation report prepared by the appointed external valuation specialists. (b) Evaluating the competence, objectivity and integrity of the appointed external valuation specialists. (c) Checking for the calculation of the Amalgamation reserve as per the method prescribed and treatment of the same, if any in the books of accounts • Evaluating appropriateness of adequate disclosures in accordance with the applicable accounting standards.

Other Information

6. The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Director’s report, but does not include the financial statements and our auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the financial statements

7. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
8. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

9. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
10. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

11. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
12. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

14. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
 15. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 34 to the financial statements.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2022.
- (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested

either from borrowed funds or share premium or any other sources or kind of funds by the Company to or in any other person or entity, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 41 to the financial statements);

(b) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the Company from any person or entity, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 41 to the financial statements); and

(c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

(iv) The Company has not declared or paid any dividend during the year.

16. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

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

(P.SURYANARAYANA)
Partner
Membership No.201195
UDIN – 22201195AJYBIB4880
Place: Hyderabad
Date: May 30, 2022

Annexure A to Independent Auditors' Report

Referred to in paragraph 15(f) of the Independent Auditors' Report of even date to the members of M/s Sri Havisha Hospitality and Infrastructure Limited (formerly known as Shri Matre Power and Infrastructure Limited and Shri Shakti LPG Limited) on the financial statements for the year ended March 31, 2022

Page 1 of 2

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of M/s Sri Havisha Hospitality and Infrastructure Limited (formerly known as Shri Matre Power and Infrastructure Limited and Shri Shakti LPG Limited) ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Annexure A to Independent Auditors' Report

Referred to in paragraph 15(f) of the Independent Auditors' Report of even date to the members of M/s Sri Havisha Hospitality and Infrastructure Limited (formerly known as Shri Matre Power and Infrastructure Limited and Shri Shakti LPG Limited) on the financial statements for the year ended March 31, 2022

Page 2 of 2

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

(P.SURYANARAYANA)
Partner
Membership No.201195
UDIN – 22201195SJYBIB4880
Place: Hyderabad
Date: May 30, 2022

Annexure B to Independent Auditors' Report

Referred to in paragraph 14 of the Independent Auditors' Report of even date to the members of M/s Sri Havisha Hospitality and Infrastructure Limited (formerly known as Shri Matre Power and Infrastructure Limited and Shri Shakti LPG Limited on the financial statements as of and for the year ended March 31, 2022.

- i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, plant and equipment.
- (B) According to the information and explanations given to us and the records of the Company examined by us, the Company does not have any Intangible assets and accordingly, reporting under this clause is not applicable
- (b) The Property, plant and equipment of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
- (c) The title deeds of immovable properties, as disclosed in Note 3 to the financial statements, are held in the name of the Company.
- (d) The Company has not revalued its Property, plant and equipment during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, plant and equipment does not arise.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated on (or) are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder.
- ii. (a) The physical verification of inventory has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- (b) During the year, the Company has not been sanctioned working capital limits in excess of Rs. 5.00 crores, in aggregate from banks and financial institutions on the basis of security of current assets and accordingly, the question of our commenting on whether the quarterly returns or statements are in agreement with the unaudited books of account of the Company does not arise.
- iii. (a) The Company has not made any investments, advance in the nature of loans, or stood guarantee or provided security to any parties except the company has granted unsecured loans to one party during the year. The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to subsidiaries, joint ventures and associates and to parties other than subsidiaries, joint ventures and associates are as per the table given below: (also refer note 5 to the financial statements)

	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount granted/ provided during the year				
- Subsidiaries	-	-	-	-
- Joint Ventures	-	-	-	-
- Associates	-	-	-	-
- Others	-	-	45.00	-
Balance outstanding as at balance sheet date in respect of the above case				
- Subsidiaries	-	-	-	-
- Joint Ventures	-	-	-	-
- Associates	-	-	-	-
- Others	-	-	75.00	-

- (b) In respect of the aforesaid investments/loans/advances in nature of the loan, the terms and conditions under which such loans were granted/investments were made are not prejudicial to the Company's interest.
- (c) In respect of the aforesaid loans/advances in nature of loans, the schedule of repayment of principal and payment of interest has been stipulated, and the parties are repaying the principal amounts, as stipulated, and are also regular in payment of interest as applicable.
- (d) In respect of the aforesaid loans/advances in nature of loans, there is no amount which is overdue for more than ninety days.
- (e) There were no loans/advances in nature of loans which fell due during the year and were renewed/extended Further, no fresh loans were granted to same parties to settle the existing overdue loans/advances in the nature of loan.
- (f) The loans/advances in nature of loans granted during the year, including to related parties had stipulated the scheduled repayment of principal and where applicable payment of interest and the same were not repayable on demand.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including goods and service tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of goods and service tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess which have not been deposited on account of any dispute. The particulars of dues of duty of customs as at March 31, 2022 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Excise Department	Customs Duty	352.77 lakhs	2010-11	CEGAT
AP VAT Act, 2005	VAT dues	7.35 lakhs	2007-11	STAT, Telangana
AP VAT Act, 2005	VAT dues	14.59 lakhs	2011-12	STAT, Telangana

- viii. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been previously recorded in the books of account.
- ix. (a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained (Also refer Note 41 to the financial statements).
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) According to the information and explanations given to us, and the procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries.
- x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.

- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.
- xiv.(a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
 - (b) The reports of the Internal Auditor for the period under audit have been considered by us.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.
- xvi.(a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi)(a) of the Order is not applicable to the Company.
 - (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
 - (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi) (c) of the Order is not applicable to the Company.
 - (d) Based on the information and explanations provided by the management of the Company, the Group does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred any cash losses in the financial year and had incurred cash losses of Rs.158.85 lakhs in the immediate preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause (xviii) is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note 36 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.

- xx. The provisions relating to Corporate Social Responsibility under Section 135 of the Act are not applicable to the Company. Accordingly, reporting under clause 3(xx) of the Order is not applicable.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

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

(P.SURYANARAYANA)
Partner
Membership No.201195
UDIN – 22201195AJYBIB4880
Place: Hyderabad
Date: May 30, 2022

Sri Havisha Hospitality & Infrastructure Limited
(Formerly Shri Matre Power & Infrastructure Limited and Shri Shakti LPG Limited)
Balance Sheet as at March 31, 2022

INR in lakhs, unless otherwise stated

Particulars	Note No.	As at Mar 31, 2022	As at Mar 31, 2021
Assets			
Non-current assets			
Property, plant and equipment	3	2,108.49	1,902.06
Capital work-in-progress	3	453.05	453.05
Financial assets			
(a) Investments	4	24.21	24.00
(b) Loans	5	75.00	80.00
(c) Other financial assets	6	31.15	31.15
Other non-current assets	7	1,006.66	1,021.67
Total Non-current assets - (A)		3,698.55	3,511.93
Current assets			
Inventories	8	195.97	191.56
Financial assets			
(a) Trade receivables	9	177.47	122.51
(b) Cash and cash equivalents	10	41.93	48.52
(c) Loans and other financial assets	11	12.79	12.68
Other current assets	12	70.44	80.01
Total current assets - (B)		498.59	455.28
Total Assets (A+B)		4,197.15	3,967.21
Equity and liabilities			
Equity			
Equity share capital	13	6,066.84	6,066.84
Other equity	14	(2,820.80)	(3,180.19)
Total equity - (C)		3,246.04	2,886.65
Non-current liabilities			
Financial liabilities			
(a) Borrowings	15	59.72	-
Deferred tax liabilities	16	54.50	104.63
Other non-current liabilities	17	132.21	135.98
Total non-current liabilities - (D)		246.43	240.61
Current liabilities			
Financial liabilities			
(a) Borrowings	18	325.80	498.50
(b) Trade payables	19		
- total outstanding dues of micro and small enterprises		-	-
- total outstanding dues other than above		35.80	58.39
(c) Other financial liabilities	20	82.09	32.47
Other current liabilities	21	260.99	250.60
Total Current Liabilities - (E)		704.68	839.95
Total equity and liabilities - (C+D+E)		4,197.15	3,967.21

Summary of significant accounting policies and accompanying notes form an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board of Directors

For M/s P. Suryanarayana & Co.

Chartered Accountants
Firm Regn. No 009288S

D.V.Manohar
Chairman and MD
DIN: 00223342

B.K. Sinha
Director
DIN : 00290750

P. Suryanarayana

Partner
Membership No. 201195
Place: Hyderabad
Date: May 30, 2022

C.S Prasad
C.F.O
Place: Hyderabad
Date: May 30, 2022

Rahul Jain
Company Secretary

Sri Havisha Hospitality & Infrastructure Limited
(Formerly Shri Matre Power & Infrastructure Limited and Shri Shakti LPG Limited)
Statement of profit and loss for the year ended March 31, 2022

INR in lakhs, unless otherwise stated

S.No	Particulars	Note No.	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
I	Revenue from operations	22	734.62	250.63
II	Other Income	23	174.52	158.35
III	Total Income (I+II)		909.14	408.98
IV	EXPENSES			
	Cost of materials consumed	24	112.85	93.59
	Employee benefit expense	25	324.89	243.16
	Finance costs	26	12.02	23.18
	Depreciation and amortisation expense	27	99.71	191.56
	Other expenses	28	351.97	207.90
	Total expenses (IV)		901.44	759.39
V	Profit / (Loss) before tax (V+VI)		7.70	(350.41)
VI	Tax expense:			
	Current tax		-	-
	Deferred tax	16	(50.13)	(21.73)
	Total Tax Expense		(50.13)	(21.73)
VII	Net Profit / (Loss) for the year after tax (V-VI)		57.83	(328.68)
VIII	Other comprehensive income (net of tax)			
	Items that will not be reclassified to profit and loss		-	-
	Income tax relating to these items		-	-
IX	Total comprehensive income / (loss) (VII-VIII)		57.83	(328.68)
X	Earnings Per Share	29		
	Basic earnings per share		0.02	(0.11)
	Diluted earnings per share		0.02	(0.11)

Summary of significant accounting policies and accompanying notes form an integral part of the financial 'statements.

As per our report of even date

For and on behalf of the Board of Directors

For M/s P.SURYANARAYANA & CO.,

Chartered Accountants

Firm Regn. No 009288S

D.V.Manohar

Chairman and MD

DIN: 00223342

B.K. Sinha

Director

DIN : 00290750

P. Suryanarayana

Partner

Membership No. 201195

Place: Hyderabad

Date: May 30, 2022

C.S Prasad

C.F.O

Place: Hyderabad

Date: May 30, 2022

Rahul Jain

Company Secretary

Sri Havisha Hospitality & Infrastructure Limited
(Formerly Shri Matre Power & Infrastructure Limited and Shri Shakti LPG Limited)
Statement of Cash Flows as at March 31, 2022

INR in lakhs, unless otherwise stated

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
A: Cash flow from operating activities:		
Profit / (Loss) before tax	7.70	(350.41)
Adjustments For :		
Depreciation and amortisation	99.71	191.56
Changes In operating assets and liabilities		
(Increase)/decrease in inventories	(4.40)	50.68
(Increase)/decrease in Trade receivables	(54.96)	(10.20)
(Increase)/decrease in loans and other financial assets	(0.11)	(12.66)
(Increase)/decrease in other current assets	9.58	212.09
(Increase)/decrease in borrowings (short-term)	(172.70)	405.28
Increase/(decrease) in trade payables	(22.59)	29.93
Increase/(decrease) in other financial liabilities	49.62	32.47
Increase/(decrease) in other current liabilities	10.39	(231.78)
Net cash (used) / generated from operating activities	(77.76)	316.95
B: Cash flow from investing activities:		
(Purchase) / Sale of property, plant and equipment	(4.58)	0.50
(Increase) / decrease in investments	(0.21)	110.00
Repayment of loans	5.00	(80.00)
Decrease in other financial assets	-	(31.15)
Decrease in other non-current assets	15.02	908.24
Net cash generated from investing activities	15.23	907.59
C: Cash flow from financing activities:		
Receipt of long term borrowings	59.72	(1,373.83)
Decrease in other non-current liabilities	(3.77)	135.98
Net cash generated / (used) from financing activities	55.95	(1,237.85)
Net (Decrease) / Increase In Cash And Cash Equivalents	(6.58)	(13.31)
Cash and cash equivalent at the beginning of the financial year	48.52	61.83
Cash and cash equivalent at the end of the financial year	41.94	48.52

Summary of significant accounting policies and accompanying notes form an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board of Directors

For M/s P. Suryanarayana & Co.

Chartered Accountants
Firm Regn. No 009288S

D.V.Manohar
Chairman and MD
DIN: 00223342

B.K. Sinha
Director
DIN : 00290750

P. Suryanarayana

Partner

Membership No. 201195

Place: Hyderabad

Date: May 30, 2022

C.S Prasad

C.F.O

Place: Hyderabad

Date: May 30, 2022

Rahul Jain

Company Secretary

Sri Havisha Hospitality & Infrastructure Limited
(Formerly Shri Matre Power & Infrastructure Limited and Shri Shakti LPG Limited)
Statement of Changes in Equity for the year ended March 31, 2022

INR in lakhs, unless otherwise stated

1 Equity Share Capital

	Number	Amount
Opening Balance - As at April 01, 2020 (Appointed date as per Order of NCLT,		
(a) Hyderabad Bench, Telangana dated November 16, 2021 - Number of equity shares of INR 2.00 each	15,35,35,800	3,070.72
(b) (Less) - Transferor Company (Shri Shakti Resorts and Hotels Limited)	(33,00,000)	(66.00)
Add - Issue of equity shares to the shareholders of the transferor company based on the Order of NCLT, Hyderabad Bench, Telangana dated November 16, 2021*	15,31,05,989	3,062.12
(d) Closing Balance as on March 31, 2021	30,33,41,789	6,066.84
(e) Changes in equity share capital	-	-
(f) Closing Balance as on March 31, 2022	30,33,41,789	6,066.84

* For every one (01) fully paid up equity share of INR 10 each held in the Transferor Company (M/s Shri Shakti Resorts and Hotels Limited) 7.52 fully paid up equity shares of Rs. 2/- each of the Transferee Company (M/s Sri Havisha Hospitality and Infrastructure Limited) shall be issued and allotted in Transferee Company.

Equity shares held as at April 01, 2020 in transferor company is 2,03,59,839 shares.

2 Other Equity movement

Particulars	Capital Reserve	Securities Premium Reserve	Revaluation Reserve	General Reserve	Amalgamation Reserve	Retained Earnings	Total
(a) Balance as at 1 April 2020 - (After amalgamation as per NCLT Order)	102.32	240.00	331.68	244.81	-	(2,744.18)	(1,825.37)
(b) Following NCLT Order for amalgamation	-	-	-	-	(1,026.14)	-	(1,026.14)
(c) Profit / (Loss) for the year	-	-	-	-	-	(328.68)	(328.68)
(d) Other comprehensive income	-	-	-	-	-	-	-
(e) Balance as at 31 March 2021	102.32	240.00	331.68	244.81	(1,026.14)	(3,072.86)	(3,180.19)
(f) Profit / (Loss) for the year	-	-	-	-	-	359.39	359.39
(g) Other comprehensive income	-	-	-	-	-	-	-
(h) Balance as at 31 March 2022	102.32	240.00	331.68	244.81	(1,026.14)	(2,713.47)	(2,820.80)

Summary of significant accounting policies and accompanying notes form an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board of Directors

For M/s P. Suryanarayana & Co.

Chartered Accountants
Firm Regn. No 009288S

D.V.Manohar
Chairman and MD
DIN: 00223342

B.K. Sinha
Director
DIN : 00290750

P. Suryanarayana
Partner
Membership No. 201195
Place: Hyderabad
Date: May 30, 2022

C.S Prasad
C.F.O
Place: Hyderabad
Date: May 30, 2022

Rahul Jain
Company Secretary

Significant Accounting policies

Note 1:

Corporate information

Shri Havisha Hospitality and Infrastructure Limited (formerly known as Shri Matre Power and Infrastructure Limited and Shri Shakti LPG Ltd.) was in the business of LPG marketing. During the year FY 2021-22, M/s Shri Shakti Resorts and Hotels Limited (Transferor Company) merged into the company vide NCLT Order, Hyderabad Bench, Telanagana dated November 16, 2021. Now the company is primarily engaged in the business of owning, operating & managing hotel. The registered office of the company is located at Venus Plaza, Adjacent to Old Airport, Begumpet, Hyderabad – 500016, Telangana State.

The financial statements for the year ended March 31, 2022 were approved by the Board of Directors and authorized for issue on May 30, 2022.

Note 2: Summary of significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis for preparation

The financial statements comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) and contingent consideration is measured at fair value
- assets held for sale – measured at fair value less cost to sell
- defined benefit plans – plan assets measured at fair value
- share-based payments.

(b) Statement of Compliance

These financial statement of the Company have been prepared in accordance with Indian Accounting Standard (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

(c) Use of estimates and judgement

The preparation of financial statement in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Such estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of financial statement. The actual outcome may diverge from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

- (i) Useful lives of property, plant and equipment - refer note no. 3
- (ii) estimation of accounting treatment and impact on business combination - refer note no. 41(j)
- (iii) recognition of deferred tax assets for carried forward tax losses - refer note no. 16
- (iv) Provisions and contingent liabilities : refer note no. 34

(d) Functional and presentation currency

Items included in the financial statement of the Company are measured using the currency of the primary economic environment in which the Company operates (i.e. the "functional currency"). The financial statement are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.

Sri Havisha Hospitality & Infrastructure Limited

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

Notes to the financial statements

(e) Revenue Recognition

Revenue is recognised at an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring the goods or services to a customer i.e. on transfer of control of the goods or service to the customer. Revenue from sales of goods or rendering of services is net of Indirect taxes, returns and discounts.

a) **Rooms, Food and Beverage & Banquets** - Revenue is recognised at the transaction price that is allocated to the performance obligation. Revenue includes room revenue, food and beverage sale and banquet services which is recognised once the rooms are occupied, food and beverages are sold and banquet services have been provided as per the contract with the customer.

b) **Space and shop rentals:** Rentals basically consists of rental revenue earned from letting of spaces for retails and office at the properties. These contracts for rentals are generally of short-term in nature. Revenue is recognised in the period in which services are being rendered.

c) **Other Allied services:** In relation to laundry income, communication income, health club income, airport transfers income and other allied services, the revenue has been recognised by reference to the time of service rendered.

d) **Interest income:** Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset of that asset's net carrying amount on initial recognition.

(f) Leases

The Company, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after April 1, 2019 (standard effective date). The Company recognises a right-of-use asset and a lease liability at the later of lease commencement date or April 01, 2019. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is premeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is premeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term.

(g) Foreign currencies

Transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in the statement of profit and loss in the period in which they arise except for exchange differences on transactions designated as fair value hedge, if any.

Sri Havisha Hospitality & Infrastructure Limited

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

Notes to the financial statements

(h) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale are added to the cost of those assets, until such time the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(i) Employee benefits

Leave Encashment : Compensatory absence which accrue to the employees which are expected to be availed or encashed within twelve months after the end of the period in which the employees render the related service are short-term in nature. These compensatory absences require measurement on an actual basis and not on actuarial basis.

Defined contribution plan : The company makes defined contribution to Provident Fund and Employee State Insurance which are recognized in the statement of Profit and Loss on accrual basis.

Defined benefit plan : The company's liability towards gratuity is determined on the basis of year end actuarial valuations applying the Projected Unit Credit Method done by an independent actuary as on the Balance sheet date.

The actuarial valuation method used by the independent actuary for measuring the liability is the projected unit credit method. Actuarial losses and gains are recognized in Other Comprehensive Income (OCI) and are not reclassified to the statement of profit and loss in any subsequent periods. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the statement of profit and loss as past service costs.

(j) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

a) Current tax: Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961.

b) Minimum Alternate Tax (MAT) : paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

c) Deferred tax: Deferred tax is recognized using the balance sheet approach. Deferred tax assets and liabilities are recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statement and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be utilised. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

(k) Property, Plant and Equipment

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated at cost less accumulated depreciation and accumulated impairment losses. Freehold land is carried at historical cost.

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment comprises its purchase price/ acquisition cost, net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying property, plant and equipment up to the date the asset is ready for its intended use. Subsequent expenditure on property, plant and equipment after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Sri Havisha Hospitality & Infrastructure Limited

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

Notes to the financial statements

Depreciation on Property, plant and equipment (other than freehold land) has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013. The estimated useful life of the tangible assets and the useful life are reviewed at the end of the each financial year and the depreciation period is revised to reflect the changed pattern, if any. An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

(l) Business combinations

Business combinations of entities under common control are accounted using the “pooling of interests” method and assets and liabilities are reflected at the predecessor carrying values and the only adjustments that are made are to harmonise accounting policies. The figures for the previous periods are restated as if the business combination had occurred at the beginning of the preceding period irrespective of the actual date of the combination.

(m) Intangible assets

Intangible assets are stated at cost less accumulated amortisation and impairment. Intangible assets are amortised over their respective estimated useful lives on a straight line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Estimated useful lives of the intangible assets is 6 years which contains Software. The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of the each financial year and the amortisation period is revised to reflect the changed pattern, if any.

(n) Impairment of tangible and intangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in statement of profit and loss.

(o) Inventories

Stock of food and beverages and stores and operating supplies are carried at the lower of cost (computed on a Weighted Average basis) or net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and selling expenses. Cost includes the fair value of consideration paid including duties and taxes (other than those refundable), inward freight, and other expenditure directly attributable to the purchase. Trade discounts and rebates are deducted in determining the cost of purchase.

(p) Provisions and contingencies

Provisions: A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of time value of money is material).

Contingent liabilities: Contingent liabilities are not recognised but are disclosed in notes to accounts.

Sri Havisha Hospitality & Infrastructure Limited

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

Notes to the financial statements

(q) Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets and liabilities are initially recognised at fair value. Transaction costs that are directly attributable to financial assets and liabilities [other than financial assets and liabilities measured at fair value through profit and loss (FVTPL)] are added to or deducted from the fair value of the financial assets or liabilities, as appropriate on initial recognition. Transaction costs directly attributable to acquisition of financial assets or liabilities measured at FVTPL are recognised immediately in the statement of profit and loss.

a) Non-derivative Financial assets: All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets

Financial assets at amortised cost

A financial asset is measured at amortised cost if both of the following conditions are met:

- a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Effective interest method:

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is that which exactly discounts estimated future cash receipts through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Income is recognised on an effective interest basis for debt instruments other than those financial assets. Interest income is recognised in profit or loss and is included in the "Other income" line item.

b) Derecognition of financial assets: A financial asset is derecognised only when the Company:

- has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients. When the entity has transferred an asset, the Company evaluates whether it has transferred

substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. When the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

c) Foreign exchange gains and losses: The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in statement of profit and loss.

d) Financial liabilities: All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at FVTPL - Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in statement of profit and loss. The net gain or loss recognised in statement of profit and loss incorporates any interest paid on the financial liability and is included in the 'Other income/Other expenses' line item.

Sri Havisha Hospitality & Infrastructure Limited

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

Notes to the financial statements

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in the statement of profit and loss. The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in the statement of profit and loss.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

(r) Segment reporting

Operating segments are reported in the manner consistent with the internal reporting to the Managing director. The Company is reported at an overall level, and hence there are no separate reportable segments as per Ind AS 108.

(s) Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition) and highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(t) Earnings per share (EPS)

Basic earnings per share are computed using the weighted average number of equity shares outstanding during the period.

Diluted EPS is computed by dividing the profit or loss attributable to ordinary equity holders by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

(u) Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

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

Note No. 3

INR in lakhs, unless otherwise stated

(a) Property, plant and equipment

S.No	Particulars	Gross Block				Accumulated Depreciation				Net Block	
		As at	Additions	Adjustments	As at	As at	Depreciation	Adjustments	As at	As at	As at
		Apr 01, 2021	during the year	during the year	Mar 31, 2022	Apr 01, 2021	for the year	during the year	Mar 31, 2022	Mar 31, 2022	Mar 31, 2021
1	Freehold Land	424.21	-	-	424.21	-	-	-	-	424.21	424.21
2	Lease Hold Land	36.42	-	-	36.42	35.28	-	0.68	34.60	1.82	1.14
3	Plant & Machinery	3,797.93	0.10	-	3,798.02	3,791.58	0.08	120.23	3,671.43	126.59	6.35
4	Computers	132.63	0.77	-	133.39	171.33	-	6.19	165.14	(31.74)	(38.70)
5	Electrical Installations	34.31	1.55	-	35.87	28.30	3.41	-	31.70	4.17	6.02
6	Buildings	2,463.69	1.57	-	2,465.26	954.65	78.15	-	1,032.80	1,432.47	1,509.04
7	Office Equipments	218.95	0.46	-	219.41	217.75	-	9.74	208.00	11.41	1.20
8	Library(Books)	4.06	-	-	4.06	4.07	-	0.21	3.86	0.20	(0.01)
9	Furniture & Fixtures	1,802.31	-	-	1,802.31	1,839.44	-	164.51	1,674.93	127.38	(37.13)
10	Vehicles	237.20	0.13	-	237.33	207.27	18.07	-	225.34	11.99	29.93
	TOTAL	9,151.71	4.58	-	9,156.29	7,249.65	99.71	301.56	7,047.80	2,108.49	1,902.06

(b) Capital-work-in-progress

1	Capital WIP	453.05	-	-	453.05	-	-	-	-	453.05	453.05
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Refer note 32 for CWIP Ageing

The Company is under the process of finalizing the lease terms on which the building is constructed. The Management is confident of extending the lease agreement to a larger period.

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

INR in lakhs, unless otherwise stated

Note No. 4	As at 31-03-2022	As at 31-03-2021
Non-current investments - financial		
Unquoted investment (in equity shares)- at FVTPL		
(a) 2,40,000 equity shares of INR 10 each in M/s Shri Shakti Alternative Energy Private Limited	24.00	24.00
(b) 2,100 equity shares of INR 10 each in M/s Smartbike Tech Private Limited	0.21	-
Total	24.21	24.00

Note No. 4(a)

(i) Aggregate amount of unquoted investments	24.21	24.00
(ii) Aggregate amount of impairment in the value of investments	-	-

Note No. 5	As at 31-03-2022	As at 31-03-2021
Non-current loans - financial		
Loans to related parties - at amortised cost	75.00	80.00
Total	75.00	80.00

Note No. 5(a) - Break-up of security details

Loans considered good – unsecured	75.00	80.00
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Note No. 5(b) -Terms and conditions of payment

Repayable on June'2024 (bullet payment). The rate of interest is 6% per annum.

Note No. 6	As at 31-03-2022	As at 31-03-2021
Other non-current assets - financial		
Rental Deposit - at amortised cost	31.15	31.15
Total	31.15	31.15

Note No. 7	As at 31-03-2022	As at 31-03-2021
Other non-current assets		
<i>(i) Advances other than capital advances</i>		
(a) Advance to AAI (refer note 7(a) below)	187.22	187.22
(b) Others (refer note 7(b) below)	666.00	666.00
<i>(ii) Others</i>		
(a) Deposits with govt. authorities	148.25	164.30
(b) Other deposits	5.19	4.16
Total	1,006.66	1,021.67

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

INR in lakhs, unless otherwise stated

Note 7(a) - M/s Shri Shakti Resorts and Hotels Limited (transferor company) (now amalgamated into M/s Sri Havisha Hospitality & Infrastructure Limited (transferee company)) has gone on appeal to Honourable Delhi High Court (Division Bench) against the order of Hon'ble Delhi High Court (single bench) in respect of pending issues related to lease rent and cess on turnover payable to Airports Authority of India (AAI) and the disputed amount is INR 187.22 lakhs. Pending resolution of the dispute, the company has paid this amount to AAI and the debit balance outstanding in the books of the company in the name of AAI as on March 31, 2022 is INR 187.22 lacs (March 31, 2021 - INR 187.22 lakhs). No provision is considered necessary by the company since the negotiations for a settlement are in progress.

Note 7(b) - INR 666.00 lakhs is the Bank Guarantees encashed by The Kerala State Co-operative Consumer Federation Ltd. from State Bank of Hyderabad and Punjab National Bank by invoking guarantees given in their favour by the company and are considered good and recoverable by the Company, and the Company has filed a suit for the recovery of the amount. The Company is confident of recovering the total deposit amount. Hence no provision has been made in this regard.

Note No. 8	As at 31-03-2022	As at 31-03-2021
Inventories		
Stores and Spares	195.97	191.56
Total	195.97	191.56

Note No. 9	As at 31-03-2022	As at 31-03-2021
Trade Receivables		
Trade receivables from contract with customers – billed Unsecured, Considered good	177.47	122.51
Total	177.47	122.51

Note No. 9(a) - Break-up of security details

Trade receivables considered good – unsecured 177.47 122.51

Ageing of trade receivables is provided in note no. 30

Note No. 10	As at 31-03-2022	As at 31-03-2021
Cash and cash equivalents		
(a) Balances with banks		
- In current accounts	38.23	18.38
- In deposit accounts (maturity less than 3 months)	2.45	27.45
(b) Cash on hand	1.25	2.68
Total	41.93	48.52

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

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

INR in lakhs, unless otherwise stated

Note No. 11	As at 31-03-2022	As at 31-03-2021
Loans and other financial assets - Current		
(a) Employee loans - at amortised cost	0.90	1.14
(b) Interest receivable	11.89	11.54
Total	12.79	12.68

Note No. 12	As at 31-03-2022	As at 31-03-2021
Other current assets		
(a) Advance for expenses	37.07	45.95
(b) Balance with Govt. authorities	32.89	34.06
(c) Prepaid Expenses	0.47	-
Total	70.44	80.01

Note No. 13	As at 31-03-2022	As at 31-03-2021
Equity share capital		
<u>Authorised (refer note below):</u>		
30,00,00,000 equity shares of INR 2 each - Transferee Co.	6,000.00	6,000.00
2,30,00,000 equity shares of INR 10 each - Transferor Co.	2,300.00	2,300.00
	8,300.00	8,300.00

Note - As per the "Report Of The Expert Committee On Company Law" published in the official website of Ministry of Company Affairs - Point 30 and 31 - At any point of time the transferor company and the transferee company, both companies would have paid fees of their respective authorized share capital at the rates specified in Schedule X of the Companies Act, 1956. Upon dissolution of the transferor company into the transferee company, the fees paid by the transferor company go waste and the transferee company gets no set off for the same.

In order to facilitate and encourage merger and acquisition activities, it is recommended that the fees paid by the transferor company on the authorized share capital should be available as a set off to the transferee company upon the sanction of the scheme of amalgamation by the High Court. This principle should apply both in respect of merger and demerger cases.

The transferee company (i.e. M/s Sri Havisha Hospitality and Infrastructure Limited) has filed the forms and applications for the increase in authorised share capital by the amount of authorised share capital of the transferor company and the same is pending with ROC as on the date of finalising the financial statements.

Issued & subscribed capital

16,03,57,200 equity Shares of INR 2 each - Transferee Co.	3,207.14	3,207.14
15,31,05,989 equity shares of INR 2 each - Transferor Co.	3,062.12	3,062.12
	6,269.26	6,269.26

Paid up Capital:

15,02,35,800 equity shares of INR 2 each - Transferee Co.	3,004.72	3,004.72
15,31,05,989 equity shares of INR 2 each - Transferor Co.*	3,062.12	3,062.12
Total:	6,066.84	6,066.84

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

Notes to the financial statements

INR in lakhs, unless otherwise stated

Note No. 13(a) - Reconciliation of equity shares outstanding at the beginning and at the end of the reporting period

	Number	Amount
Opening Balance - As at April 01, 2020 (Effective date as per Order of NCLT, Hyderabad Bench, Telangana dated November 16, 2021 - Number of equity shares of INR 2.00 each	15,35,35,800	3,070.72
(Less) - Transferor Company (Shri Shakti Resorts and Hotels Limited)	(33,00,000)	(66.00)
Add - Issue of equity shares to the shareholders of the transferor company based on the Order of NCLT, Hyderabad Bench, Telangana dated November 16, 2021*	15,31,05,989	3,062.12
Closing Balance as on March 31, 2021	30,33,41,789	6,066.84
Changes in equity share capital	-	-
Closing Balance as on March 31, 2022	30,33,41,789	6,066.84

* For every one (01) fully paid up equity share of INR 10 each held in the Transferor Company (M/s Shri Shakti Resorts and Hotels Limited) 7.52 fully paid up equity shares of Rs. 2/- each of the Transferee Company (M/s Sri Havisha Hospitality and Infrastructure Limited) shall be issued and allotted in Transferee Company.

Equity shares held as at April 01, 2020 in transferor company is 2,03,59,839 shares.

Note No. 13(b) - Rights, preferences and restrictions attached to equity shares

The company has one class of equity shares having a par value of INR 2 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in the case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

Note No. 13(c) - Details of shares in the Company held by each shareholder holding more than 5% shares.

Name of the Shareholder	% of Shareholding	No. of Shares
As at 31st March 2022		
1. D.V.Manohar	17.13	5,19,72,496
2. NRI Prosperity Limited	10.06	3,05,02,597
As at 31st March 2021		
1. D.V.Manohar	17.13	5,19,72,496
2. NRI Prosperity Limited	10.06	3,05,02,597

Note No. 13(d) - Details of shareholding of promoters

Name of the Shareholder	% of Shareholding	No. of Shares
As at 31st March 2022		
1. D.V.Manohar	17.13	5,19,72,496
2. NRI Prosperity Limited	10.06	3,05,02,597
As at 31st March 2021		
1. D.V.Manohar	17.13	5,19,72,496
2. NRI Prosperity Limited	10.06	3,05,02,597

Note No. 13(e) - Aggregate number and class of shares allotted as fully paid up for consideration other than cash, for the period of 5 years immediately preceding the Balance Sheet date:

Share capital as at March 31, 2021 and 2022 includes 15,31,05,989 equity shares of INR 2 each allotted for consideration other than cash, to the share holders of M/s Shri Shakti Resorts and Hotels Limited, in the scheme of Amalgamation as per the order of the Order of NCLT, Hyderabad Bench, Telangana dated November 16, 2021. (Appointed Date 01st April, 2020).

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

INR in lakhs, unless otherwise stated

Note No. 14	As at 31-03-2022	As at 31-03-2021
Other equity		
(a) Capital reserve	102.32	102.32
(b) Share securities premium	240.00	240.00
(c) Revaluation reserve	331.68	331.68
(d) General reserve	244.81	244.81
(e) Amalgamation adjustment reserve (refer note 14(a))	(1,026.14)	(1,026.14)
(f) Retained earnings (refer movement below)	(2,713.47)	(3,072.86)
Total	(2,820.80)	(3,180.19)

Note No. 14(a) - As per the Order of NCLT, Hyderabad Bench, Telangana dated November 16, 2021 the appointed date is April 01, 2020 and the method to be adopted for the accounting of Amalgamation is "pooling of interest method" as per Accounting Standard - 14. As such the assets and liabilities of the transferor company as on April 01, 2020 are taken at book value and the difference between the purchase consideration and the net book value is shown as "Amalgamation Adjustment Reserve" in line with AS-14 and the court order.

Retained earnings movement	As at 31-03-2022	As at 31-03-2021
Opening balance	(3,072.86)	(2,744.18)
Add: Profit / (Loss) during the year	57.83	(328.68)
Add: Excess depreciation provided during the previous year now reversed	301.56	-
Closing balance	(2,713.47)	(3,072.86)

Note No. 15	As at 31-03-2022	As at 31-03-2021
Non-current liabilities - Borrowings		
Secured		
Working capital term loan - at amortised cost	59.72	-
Total	59.72	-

Note No. 15(a) - Secured against second charge over fixed assets & current assets for WCTL with Indian Bank, Secunderabad Branch. The floating interest rate presently is 7.50% p.a. The repayment period is 48 EMIs of INR 1.44 lakhs each after completing 24 months of moratorium.

Note No. 16	As at 31-03-2022	As at 31-03-2021
Deferred tax liabilities		
Deferred tax liabilities (net) - Opening	104.63	126.36
(a) Impact of deferred tax on unabsorbed losses (Deferred tax asset)	(264.34)	-
(b) Impact of deferred tax on Property, plant and equipment (deferred tax liability)	214.22	-21.73
Total	54.50	104.63

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

INR in lakhs, unless otherwise stated

Note No. 16(a) - The Company has recognised deferred tax assets on carried forward tax losses after amalgamation. The Company has concluded that the deferred tax assets will be recoverable using the estimated future taxable income based on the approved business plans and budgets for the company. The company is generating taxable income post COVID and there is reasonable certainty of absorbing the accumulated business loss. The losses can be carried forward for a period of 8 years as per Income Tax Act, 1961 and the deferred tax asset is created on reasonable basis

Note No. 17	As at 31-03-2022	As at 31-03-2021
Other non-current liabilities		
Security Deposits	13.59	13.59
Others	118.63	122.39
Total	132.21	135.98

Note No. 18	As at 31-03-2022	As at 31-03-2021
Current liabilities - Borrowings		
Secured		
(a) From banks	0.00	149.31
Unsecured		
(b) Loan from related parties	294.86	314.25
(c) Loan from others	30.94	34.94
Total	325.80	498.50

Note No. 18(a) - Secured against first charge over fixed assets & current assets for working capital limits with Indian Bank, Secunderabad Branch. The loans are repayable on demand which are secured on pari passu basis by hypothecation of the Company's entire inventory and book debts. The interest rate is 14.4% p.a.

Note No. 19	As at 31-03-2022	As at 31-03-2021
Trade Payables		
Trade payables: micro and small enterprises	-	-
Trade payables: others	35.80	58.39
Total	35.80	58.39

Ageing of trade payables is provided in note no. 31

There are no transactions with Micro and Small enterprises, hence disclosures are not given as required under MSMED Act, 2006.

Note No. 20	As at 31-03-2022	As at 31-03-2021
Current - Other financial liabilities		
(a) Employee benefits payable (incl. director's remuneration)	37.36	21.28
(b) Other Payables	44.73	11.19
Total	82.09	32.47

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

Notes to the financial statements

INR in lakhs, unless otherwise stated

Note No. 21	As at	As at
	31-03-2022	31-03-2021
Other current liabilities		
(a) Statutory tax payables	87.25	76.01
(b) Others	173.74	174.59
Total	260.99	250.60

Note No. 22	For the year ended	
	March 31, 2022	March 31, 2021
Revenue from operations		
(a) Room Sales	437.45	163.32
(b) Sale of food and beverages	297.16	87.31
Total	734.62	250.63

Note No. 23	For the year ended	
	March 31, 2022	March 31, 2021
Other Income		
(a) Interest on bank and other deposits	7.30	6.40
(b) Rental income	167.22	140.94
(c) Miscellaneous Income	-	11.01
Total	174.52	158.35

Note No. 24	For the year ended	
	March 31, 2022	March 31, 2021
Cost of materials consumed		
(a) Opening Stock	191.56	242.24
(b) Add: Purchases made during the year	117.26	42.91
(c) Less: Closing Stock	(195.97)	(191.56)
Total	112.85	93.59

Note No. 25	For the year ended	
	March 31, 2022	March 31, 2021
Employee benefit expense		
(a) Salaries and wages	311.48	231.26
(b) Contribution to provident fund and ESI	11.40	11.81
(c) Staff Welfare Expenses	2.00	0.09
Total	324.89	243.16

Note No. 26	For the year ended	
	March 31, 2022	March 31, 2021
Finance costs		
(a) Interest on term loans	0.40	-
(b) Interest on short-term borrowings	11.62	13.86
(c) Interest-others	-	9.32
Total	12.02	23.18

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

INR in lakhs, unless otherwise stated

Note No. 27 Depreciation and amortisation expense	For the year ended	
	March 31, 2022	March 31, 2021
(a) Property, plant and equipment (refer note 3)	99.71	191.56
Total	99.71	191.56

Note No. 28 Other expenses	For the year ended	
	March 31, 2022	March 31, 2021
Auditors' Fee		
-for statutory audit	2.00	2.00
-for tax audit	0.25	0.25
Rental expenses	61.44	60.21
Power and fuel charges	82.30	55.53
Commission on Hotel Bookings	62.31	12.69
Rates and taxes	23.60	11.03
Functions and activities expenses	14.70	1.83
Travelling expenses	10.57	4.44
Repairs and maintenance	22.31	11.64
Professional and consultancy charges	13.45	3.17
Telephone and internet charges	7.46	6.71
Water charges	9.37	5.30
Security charges	2.80	2.66
Cess on Turnover to AAI	8.36	6.67
Insurance	4.15	2.76
Listing fees and RTA Charges	6.19	6.67
AGM and EGM Expenses	0.39	0.33
Advertisement expenses	0.54	0.67
Business promotion expense	3.39	2.57
Bank charges	1.68	0.18
Commission on Credit Card	1.35	0.95
Conveyance	3.07	1.04
Printing and stationery	0.33	0.25
Postage and courier charges	0.06	0.04
Books and periodicals	-	0.20
Directors sitting fee	3.58	0.44
Office maintenance	4.97	2.00
Miscellaneous Expenses	1.36	5.67
Total:	351.97	207.90

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

INR in lakhs, unless otherwise stated

Note No. 29 - Earnings per share

Particulars	For the year ended	
	March 31, 2022	March 31, 2021
(a) Profit / (loss) after tax	57.83	(328.68)
(b) Number of equity shares outstanding in calculating basic EPS (Nos in lakhs)	3,033.42	3,033.42
(c) Number of equity shares outstanding in calculating diluted EPS (Nos in lakhs)	3,033.42	3,033.42
(d) Face value per share	2.00	2.00
(e) Basic Earnings per Share (EPS)	0.02	(0.11)
(f) Diluted Earnings per Share (EPS)	0.02	(0.11)

Note No. 30 - Trade receivables ageing schedule:

(a) As at March 31, 2022

S.No	Particulars	Outstanding for following periods from due date of payment					Total
		< 6 mnths	6mnths - 1 yr	1-2 yrs	2-3 yrs	> 3 yrs	
(i)	Undisputed Trade receivables - considered good	125.00	52.47	-	-	-	177.47

(b) As at March 31, 2021

S.No	Particulars	Outstanding for following periods from due date of payment					Total
		< 6 mnths	6mnths - 1 yr	1-2 yrs	2-3 yrs	> 3 yrs	
(i)	Undisputed Trade receivables - considered good	122.51	-	-	-	-	122.51

Note No. 31 - Trade payables ageing schedule:

(a) As at March 31, 2022

S.No	Particulars	Outstanding for following periods from due date of payment					Total
		Unbilled dues	< 1 yr	1-2 yrs	2-3 yrs	> 3 yrs	
(i)	MSME	-	-	-	-	-	-
(ii)	Others	-	35.80	-	-	-	35.80

(b) As at March 31, 2021

S.No	Particulars	Outstanding for following periods from due date of payment					Total
		Unbilled dues	< 1 yr	1-2 yrs	2-3 yrs	> 3 yrs	
(i)	MSME	-	-	-	-	-	-
(ii)	Others	-	58.39	-	-	-	58.39

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

INR in lakhs, unless otherwise stated

Note No. 32 - Capital work-in-progress ageing schedule:

(a) As at March 31, 2022

S.No	Particulars	Amount in capital work-in-progress for a period of				Total
		< 1 yr	1-2 yrs	2-3 yrs	> 3 yrs	
(i)	Projects in progress	-	-	-	-	-
(ii)	Projects temporarily suspended	-	-	-	453.05	453.05

(a) As at March 31, 2021

S.No	Particulars	Amount in capital work-in-progress for a period of				Total
		< 1 yr	1-2 yrs	2-3 yrs	> 3 yrs	
(i)	Projects in progress	-	-	-	-	-
(ii)	Projects temporarily suspended	-	-	-	453.05	453.05

Note: The elevation and renovation of the hotel property commenced to sustain the operations in hospitality industry. However due to Covid- 19 impact the schedule work could not be completed in time. Post the pandemic, the company has concentrated on the survival and the remaining work associated with elevation and renovation of the hotel property will be completed during FY 2022-23.

Note No. 33 - Reconciliation of quarterly bank returns:

S.No	Name of bank	Quarter	Particulars of Securities Provided	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason
(i)	Indian Bank	June' 2021	Stock	198.14	198.14	-	Refer note below
(ii)	Indian Bank	June' 2021	Debtors	73.96	29.47	44.49	
(iii)	Indian Bank	Sept' 2021	Stock	209.21	209.21	-	
(iv)	Indian Bank	Sept' 2021	Debtors	85.41	22.84	62.57	
(v)	Indian Bank	Dec' 2021	Stock	211.11	211.11	-	
(vi)	Indian Bank	Dec' 2021	Debtors	109.09	24.96	84.13	
(vii)	Indian Bank	Mar' 2022	Stock	195.97	195.97	-	
(viii)	Indian Bank	Mar' 2022	Debtors	177.47	41.20	136.27	

Note:

The difference is mainly because the bank doesn't finance debtors with ageing above 90 days and as such the same was not reported in the statement submitted to bank.

Note No. 34 - Contingent liabilities

Details of contingent liabilities are as follows:

Particulars	As at 31-03-2022	As at 31-03-2021
(i) Bank Guarantees given to AAI	87.00	87.00
(ii) Duty Liability to DGFT under EPCG Scheme(Excluding Interest &	85.43	85.43
(iii) Customs Duty with Excise Department	352.77	352.77
(iv) Interest under Sec 234B and 234C for AY 1998-99 and 1999-00*	-	47.85
Total	525.20	573.05

* The company has filed a declaration (Form 1 and Form 2) under section 4 of the Act on March 13, 2020 under DIRECT TAX VIVAD SE VISHWAS ACT, 2020 and received order by Pr. Commissioner of Income Tax in Form 5 vide order dated January 04, 2022 discharging of the liability.

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

INR in lakhs, unless otherwise stated

Note No. 35 - Related party disclosure

(a) Names of related parties and nature of relationships:

Names of the related parties	Nature of relationship
i) Key Managerial Personnel (KMP):	
Mr. Venkat Manohar Dontamsetti	Managing Director
Ms. Satya Pinjala	Whole Time Director
Mr. Chandrasekhara Prasad Chodavarapu	Chief Financial Officer (wef February 14, 2022)
Mr. V. Padmanabham	Chief Financial Officer (upto February 14, 2022)
Mr. Rahul Jain	Company Secretary and Compliance Officer
ii) Non-whole-time and Independent directors	
Mr. Abhaya Shankar	Independent Director
Mr. Binod Kumar Sinha	Independent Director
Mr. Subrahmanyam Vuppu	Independent Director
Ms. Deekshita Dontamsetti	Director
Mr. Dharmin Dontamsetti	Director
Dr. Bala Setty Annaiahsetty	Director
Prof. Prabhu Sydney Miranda	Independent Director
iii) Relatives of key managerial personnel/Directors:	
Ms. Sujata Dontamsetti	Spouse of Mr. Venkat Manohar Dontamsetti, Mother of Mr. Dharmin Dontamsetti and Ms. Deekshita Dontamsetti
Mr. Satya Kumar Dontamsetti	Brother of Mr. Venkat Manohar Dontamsetti and Ms. Satya Pinjala
iv) Enterprises in which KMP has control	
Indo Thai Foods Private Limited	
All India Bicycling Federation	
Smartbike Mobility Private Limited	
Smartbike Tech Private Limited	
Shri Shakti Educational Society	
Hyderabad Bicycling Club	

(b) Transactions during the year

S.No	Names of the related parties	Nature of Transactions	For the year ended	
			March 31, 2022	March 31, 2021
1	Mr. Venkat Manohar Dontamsetti	Remuneration	43.75	29.29
2	Mr. Chandrasekhara Prasad	Remuneration	1.50	-
3	Mr. V. Padmanabham	Remuneration	5.75	4.55
4	Mr. Rahul Jain	Remuneration	5.40	1.92
5	Mr. Abhaya Shankar	Sitting Fee	0.55	0.11
6	Mr. Binod Kumar Sinha	Sitting Fee	0.55	0.11
7	Mr. Subrahmanyam Vuppu	Sitting Fee	0.12	-
8	Ms. Deekshita Dontamsetti	Sitting Fee	0.10	-
9	Dr. Bala Setty Annaiahsetty	Sitting Fee	0.10	-
10	Mr. Venkat Manohar Dontamsetti	Loan Amount	0.05	17.00
11	Mrs. Dontamsetti Sujata	Loan Amount	9.50	-
12	Shri Shakti Educational Society	Rental Income	148.87	126.85
13	Shri Shakti Educational Society	Interest	2.60	2.18
14	Shri Shakti Educational Society	Sales	15.78	5.74
15	Shri Shakti Educational Society	Loan Given	45.00	80.00
16	Shri Shakti Educational Society	Loan Receipts	50.00	75.00

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

INR in lakhs, unless otherwise stated

(c) Balance (Payable) / Receivable as at:

S.No	Names of the related parties	For the year ended	
		March 31, 2022	March 31, 2021
1	Mr. Venkat Manohar Dontamsetti	(92.47)	(87.21)
2	Mr. Chandrasekhara Prasad	(1.00)	-
3	Mr. V. Padmanabham	-	(0.50)
4	Mr. Rahul Jain	(0.45)	(0.45)
5	Mrs. Dontamsetti Sujata	(206.22)	(196.72)
6	Mr. Abhaya Shankar	(0.55)	(0.11)
7	Mr. Binod Kumar Sinha	(0.55)	(0.11)
8	Mr. Subrahmanyam Vuppu	(0.12)	-
9	Ms. Deekshita Dontamsetti	(0.10)	-
10	Dr. Bala Setty Annaiahsetty	(0.10)	-
11	Shri Shakti Educational Society	134.11	113.69

Note No. 36 - Analytical Ratios

Particulars	As at 31-03- 2022	As at 31-03- 2021	Variance %	Reason
a) Current Ratio:	0.71	0.54	30.54%	Refer 36(b)
Current Assets	498.59	455.28		
Current Liabilities	704.68	839.95		
b) Debt Equity:	0.12	0.17	-31.23%	Refer 36(b)
Total Debt (long-term and short-term interest bearing)	385.52	498.50		
Shareholder's Equity	3,246.04	2,886.65		
c) Debt Service Coverage Ratio:	14.11	(4.92)	-386.98%	Refer 36(b)
Earnings available for Debt Service	169.55	(113.94)		
Debt Service	12.02	23.18		
d) Return on Equity:	0.02	(0.09)	-120.45%	Refer 36(b)
Net Profits after taxes	57.83	(328.68)		
Average Shareholder's Equity	3,066.35	3,564.06		
e) Inventory Turnover Ratio:	1.53	0.46	236.49%	Refer 36(b)
Total Sales - Considered only sale of food and beverages	297.16	87.31		
Average Inventory	193.76	191.56		
f) Trade Receivables Turnover:	2.92	1.33	118.77%	Refer 36(b)
Total Sales - Considered only Room revenue	437.45	163.32		
Average Accounts Receivable	149.99	122.51		
g) Trade Payables Turnover:	2.49	0.73	238.80%	Refer 36(b)
Total Purchases	117.26	42.91		
Average Trades Payable	47.10	58.39		
h) Net Capital Turnover:	(2.49)	(0.65)	281.72%	Refer 36(b)
Total Sales	734.62	250.63		
Average Working Capital	(295.38)	(384.68)		
i) Net Profit Ratio:	0.08	(1.31)	-106.00%	Refer 36(b)
Net Profit	57.83	(328.68)		
Total Sales	734.62	250.63		
j) Return on Capital Employed:	0.00	(0.08)	-105.74%	Refer 36(b)
Earning before interest and taxes	19.72	(327.23)		
Capital Employed	4,139.11	3,942.82		
k) Return on Investment*	NA	NA	NA	

* Note : Return on Investment ratio analysis is not applicable as the there are no incomes for the investments held by the company.

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

INR in lakhs, unless otherwise stated

S.No	Ratio	Reason
(a)	Current ratio	Increase in business there by trade receivables, coupled with timely repayment of liabilities
(b)	Debt equity	Increase in profitability contributed to increase in equity and reduction in debt.
(c)	Debt service coverage ratio	Increase in profitability enhanced the financial feasibility to serve the debt.
(d)	Return on equity	Increase in profitability enhanced the shareholders' funds.
(e)	Inventory turnover ratio	Due to effective utilisation of working capital and credit policy contributed for the improvement.
(f)	Trade receivables turnover ratio	Due to increase in sales volume.
(g)	Trade payables turnover ratio	Due to effective credit policy the payable have been kept under control.
(h)	Net capital turnover ratio	Due to increase in turn over in sales, the net capital have been effectively utilised.
(i)	Net profit ratio	Effective operating controls contributed to the increase in profits.
(j)	Return on Capital Employed	Improved due to increase in EBIT.

Note No. 37 - Effective tax reconciliation

Particulars	As at 31-03-2022	As at 31-03-2021
Profit / (Loss) before tax expense	7.70	(350.41)
Tax expenses at 26%	2.00	-
Impact of deferred tax on unabsorbed losses (deferred tax asset)	(266.35)	-
Impact of deferred tax on Property, plant and equipment (deferred tax liability)	214.22	(21.73)
Income tax expense recognised in profit and loss	(50.13)	(21.73)

Note No. 38 - Leases - Operating lease

The company is under negotiation with Airports Authority of India (AAI) for extension of the existing lease period of the land. The accounting of the Right-of-Use (under Ind AS 116) will be reassessed after determination of the extended lease period. At present the rental expenses for the year ended March 31, 2022 is INR 61.44 lakhs (March 31, 2021 - INR 60.21 lakhs)

Note No. 39

Capital and Financial risk management objectives and policies

(a) Risk management framework

Company is being driven by the market forces, its businesses are subject to several risks and uncertainties including financial risks. The Company's documented risk management policies act as an effective tool in mitigating the various financial risks to which the business is exposed to, in the course of their daily operations.

The risk management policies cover areas around all identified business risks including commodity price risk, foreign exchange risk etc., Risks are identified through a formal risk management programme with active involvement of senior management personnel and business managers. The Company has in place risk management processes in line with the Company's policy. Each significant risk has an owner, who coordinates the risk management process.

The risk management framework aims to:

- Better understand our risk profile;
- Understand and better manage the uncertainties which impact our performance;
- Contribute to safeguarding Company value and interest of various stakeholders;
- Ensure that sound business opportunities are identified and pursued without exposing the business to an unacceptable level of risk;
- Improve compliance with good corporate governance guidelines and practices as well as laws & regulations; and
- Improve financial returns

Treasury management

The Company's treasury function provides services to the business, co-ordinates access to domestic financial markets, monitors and manages the financial risks relating to the operations of the Company through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include credit risk and liquidity risk.

Treasury management focuses on capital protection, liquidity maintenance and yield maximization. The treasury operates as per the delegation of authority from the Board. Day-to-day treasury operations are managed by Company's finance team. Long-term fund raising including strategic treasury initiatives are handled by a Treasury team. The Company has a strong system of internal control which enables effective monitoring of adherence to Company's policies.

(i) Credit Risk

Credit risk is the risk that the counter party will not meet its obligation under a financial instrument, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and other financial instruments. The carrying amount of trade receivables, advances, deposits, cash and bank balances, bank deposits and interest receivable on deposits represents company's maximum exposure to the credit risk.

Credit risk from balances with banks is managed by the Company's treasury department in accordance with Company's policy. No other financial asset carry a significant exposure with respect to the credit risk. Bank deposits and cash balances are placed with reputable banks and deposits are with reputable government, public bodies and others. Since company operates on business model of primarily cash and carry, credit risk from receivable perspective is insignificant.

(ii) Liquidity Risk

The Company requires funds both for short-term operational needs as well as for long-term investment programmes mainly in growth projects. The Company generates sufficient cash flows from the current operations which together with the available cash and cash equivalents and short-term investments provide liquidity both in the short-term as well as in the long-term.

The Company remains committed to maintaining a healthy liquidity, gearing ratio, deleveraging and strengthening balance sheet. The maturity profile of the Company's financial liabilities based on the remaining period from the date of balance sheet to the contractual maturity date is given in the table below. The figures reflect the contractual undiscounted cash obligation of the Company.

The Company has hypothecated its trade receivables, inventory, advances and other current assets in order to fulfil the collateral requirements for the financial facilities in place. There are no other significant terms and conditions associated with the use of collateral.

March 31, 2022

Particulars	Carrying Value	Less than 1 year	More than 1 year
(i) Borrowings - Current and non-current	385.52	59.72	325.80
(ii) Trade Payables	35.80	-	35.80
(iii) Other current liabilities	82.09	-	82.09
Total	503.41	59.72	443.69

March 31, 2021

Particulars	Carrying Value	Less than 1 year	More than 1 year
(i) Borrowings - Current and non-current	498.50	-	498.50
(ii) Trade Payables	58.39	-	58.39
(iii) Other current liabilities	32.47	-	32.47
Total	589.36	0.00	589.36

(b) Capital Management and gearing ratio

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the company's capital management is to maximise the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is debt divided by total capital. The Company includes within debt, interest bearing loans and borrowings.

Particulars	As at 31-03-2022	As at 31-03-2021
(a) Borrowings		
- Non-current	59.72	-
- Current	325.80	498.50
(A)	385.52	498.50
(b) Total equity		
- Share Capital	6,066.84	6,066.84
- Other Equity	(2,820.80)	(3,180.19)
(B)	3,246.03	2,886.65
Gearing ratio in (Capital/Debt) - (B/A)	8.42	5.79

Note No. 40

Financial instrument and risk management

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The Company has disclosed financial instruments such as borrowings, trade payable, and other current liabilities, loans, trade receivable, cash and cash equivalents and bank balances other than cash and cash equivalents at carrying value because their carrying values are a reasonable approximation of the fair values due to their short term nature.

Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counter party.

Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2: Other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: Techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The company has followed / used Level 3 fair value measurement for the financial instruments

Note No. 41

(a) Title deeds of immovable properties

The title deeds of the immovable properties are held in the name of the company.

(b) Valuation of Property Plant & Equipment, intangible asset

The Company has not revalued its property, plant and equipment or intangible assets or both during the current or previous year(s).

(c) Loans or advances to specified persons

No loans or advances in the nature of loans are granted to promoters, directors, KMPS and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

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

INR in lakhs, unless otherwise stated

(d) Details of benami property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(e) Borrowing secured against current assets

The Company has borrowings from banks on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of accounts. (refer note 33)

(f) Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

(g) Relationship with struck off companies

The Company has no transactions with the companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

(h) Registration of charges or satisfaction with Registrar of Companies (ROC)

Sr. No.	Description of the Charge	Amount	Location of Registrar	Delay of Filing in No. of Days	Reason for Delay
1	Satisfaction of the Charge	76.00	RoC-Hyderabad		The charges were created on different dates between FY 1995 and FY 2011 on immovable property in favor of financial Institution(s)/Bank for the term loans availed. The borrowings were paid in full but the documents of filing of satisfaction of charges is under process and the relevant records are being retrieved and collected.
2	Satisfaction of the Charge	550.00	RoC-Hyderabad		
3	Satisfaction of the Charge	60.00	RoC-Hyderabad		
4	Satisfaction of the Charge	3,000.00	RoC-Hyderabad		
5	Satisfaction of the Charge	100.00	RoC-Hyderabad		
6	Satisfaction of the Charge	1,000.00	RoC-Hyderabad		
7	Satisfaction of the Charge	2,000.00	RoC-Hyderabad		
8	Satisfaction of the Charge	292.00	RoC-Hyderabad		
9	Satisfaction of the Charge	1,425.00	RoC-Hyderabad		
10	Satisfaction of the Charge	14.35	RoC-Hyderabad		
11	Charge creation	59.72	RoC-Hyderabad	In the process of charge Creation	

(i) Compliance with number of layers of companies

The Section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of layers) Rules, 2017 is not applicable to the company.

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

INR in lakhs, unless otherwise stated

(j) Compliance with approved scheme(s) of arrangements

Pursuant to the sanctioned scheme, M/s Shri Shakti Resorts and Hotels Limited ("Transferor company") has been dissolved without being wound up and merged with the Sri Havisha Hospitality & Infrastructure Limited ("Transferee company"). As per the Order of NCLT, Hyderabad Bench, Telangana dated November 16, 2021 the appointed date is April 01, 2020 and the method to be adopted for the accounting of Amalgamation is "pooling of interest method" as per Accounting Standard-14. The accounting is similar to the Appendix C of Ind AS 103 (Appendix C deals with accounting for combination of entities or businesses under common control).

(k) Utilisation of borrowed funds and share premium

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(l) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded previously in the books of account.

(m) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year(s).

(n) Utilisation of borrowings availed from banks and financial institutions

The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such loans were taken.

Note No. 42

Previous Year's figures have been re-grouped/re-classified/re-stated as far as practicable and wherever necessary to confirm with current year presentation.

As per our report of even date

For and on behalf of the Board of Directors

For M/s P. Suryanarayana & Co.

Chartered Accountants
Firm Regn. No 009288S

D.V.Manohar
Chairman and MD
DIN: 00223342

B.K. Sinha
Director
DIN : 00290750

P. Suryanarayana

Partner
Membership No. 201195
Place: Hyderabad
Date: May 30, 2022

C.S Prasad
C.F.O
Place: Hyderabad
Date: May 30, 2022

Rahul Jain
Company Secretary