SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED

(Formerly Shri Matre Power & Infrastructure Limited & Shri Shakti LPG Limited)
CIN: L40102TG1993PLC015988

Date: 03.09.2026

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

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

Dear Sir/Madam,

Sub: Notice of the 33rd Annual General Meeting of the Company

This is to inform that the **33rd Annual General Meeting** of the members of the Company will be held on Saturday, September 26, 2026 at 5:30 p.m. IST through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities Exchange Board of India.

In compliance with the relevant circulars, the Annual Report for the Financial Year 2025-26, comprising the Notice and the Standalone Financial Results for the financial year 2025-26, along with the Board's Report, Auditor's Report and other documents required to be attached thereto, will be sent to all the members of the Company whose email address is registered with the Company/ Depository Participant(s).

The details such as manner of registering email addresses, casting vote through e-voting, attending the AGM through VC/OAVM has been set out in the Notice of the AGM.

Kindly take the above intimation on your record.

Thanking You,

For and on behalf of
Sri Havisha Hospitality And Infrastructure Limited

SIVAIAH PALLA
Digitally signed by SIVAIAH PALLA
Date: 2026.09.03 13:22:31 +05'30'

Sivaiah Palla
Company Secretary & Compliance Officer

SRI HAVISHA HOSPITALITY AND INFRASTRUCTURE LIMITED

(Formerly Shri Matre Power & Infrastructure Limited & Shri Shakti LPG Limited)
CIN: L40102TG1993PLC015988

NOTICE is hereby given that the 33rd Annual General Meeting of Sri Havisha Hospitality and Infrastructure Limited will be held on **Saturday, September 26, 2026 at 5.30 PM IST** through Video Conferencing/Other Audio–Visual Means, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Ms. Deekshita Dontamsetti (DIN: 06941753) who retires by rotation and, being eligible, offers herself for re–appointment.

SPECIAL BUSINESS:

3. **Revalidation and Approval for Issue of Sweat Equity Shares to Mr. Venkat Manohar Dontamsetti, Chairman and 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 section 54 of the Companies Act, 2013 read with Regulation 28 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, 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, and with the approval of the Board of Directors of the company, consent of the members of the Company be and is hereby accorded to issue and allot 1,50,00,000 Sweat Equity Shares of Rs. 2 each fully paid up for Non-cash consideration, for value addition to Mr. Venkat Manohar Dontamsetti Chairman and Managing Director of the company to rank pari passu with the existing equity shares of the company.

   RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose with power on behalf of the company to settle all questions, difficulties or doubts that may arise in this regard to such issues(s) or allotement(s) including to amend or modify any of the terms of such issues(s) or allotement(s), without being required to seek any further consent or approval of the members in its sole discretion, deem fit, with in the valid period of one year.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine all other terms and conditions to the issue as the board may in its absolute discretion determine.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

4. 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. As on 31st March, 2026, the borrowings from Related Parties are as follows:

1. Sri. D.V. Manohar - Chairman & Managing Director	:	Rs. 225.70 Lakhs
2. Smt. D. Sujatha Manohar	:	Rs. 129.83 Lakhs
3. Smartbike Mobility Private Limited	:	Rs. 75.84 Lakhs
4. Smartbike Tech Private Limited	:	Rs. 41.09 Lakhs

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to door 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 Limited

Date: 03.09.2026
Place: Hyderabad

Sd/-
Sivaiah Palla
Company Secretary and Compliance Officer

NOTES:

1. 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 33rd AGM of the Company is being conducted through VC/OAVM on **September 26, 2026 at 5.30 P.M. (IST)**. The deemed venue for the 33rd 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://srihavisha.in 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, 19.09.2026 to 26.09.2026, (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@srihavisha.in 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@srihavisha.in. 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://srihavisha.in/
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 18.09.2026 ('Cut-Off Date') shall be eligible to cast their vote by remote e-voting.

22. The remote e-voting period commences on **23.09.2026 at 09.00 a.m. and ends on 25.09.2026 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 25.09.2026.**

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., 18.09.2026** 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 favour 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.srihavisha.in' 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 23.09.2026 at 09.00 a.m. and ends on 25.09.2026 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) 18.09.2026**, 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 18.09.2026.

- **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.nsdl.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 remote e-Voting period or joining virtual meeting & voting during the meeting. 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 digit demat 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.
Individual Shareholders holding securities in demat mode with CDSL	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/loginwww.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 above mentioned 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.inor 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

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@srihavisha.in

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.infor 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:

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act),given hereunder sets out all material facts relating to the resolution mentioned at Item No.3 and Item No.4 of the accompanying Notice dated 03.09.2026.

Item No. 3

This is informed that the shareholders of the company earlier approved to issue and allot 4,55,00,000 sweat equity shares subject to the maximum limit equivalent to 15% of the Paid up capital of the Company in the last annual general meeting of the company held on September 20, 2025. As the Resolution passed in the previous AGM is valid only for one year from the date of the AGM, a fresh Resolution is required to be passed in the present AGM for re-validation of the issue of Sweat Equity. To comply with the Regulation No: 166A of the SEBI (ICDR) Regulations, 2018 and Regulation No: 3 of SEBI (SAST) Regulations, 2011, the Company during the Year 2025-2026 made an application to the Stock Exchanges for their approval to issue and allot 1,50,00,000 sweat equity shares equivalent to less than 5% of the paid up capital of the company. The company is awaiting the approval of the Stock Exchanges for the same.

The validity of the Resolution dated 20th September, 2025 for sweat equity is one year from the date of passing the resolution by the shareholders of the company. Consequently the Resolution lapses by period of limitation on 19th September, 2026. In order to facilitate the Company to issue further sweat equity shares of 1,50,00,000 during the Financial Year 2026-2027 within the overall limit read with the applicability of relevant Regulations, the members of the company is requested to consider the Resolution for its approval.

Pursuant to the provisions of section 54 of the Companies Act, 2013 read with Regulation 28 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, 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, and with the approval of the Board of Directors of the company, consent of the members of the Company be and is hereby accorded to issue and allot 1,50,00,000 Sweat Equity Shares of Rs. 2 each fully paid up for Non-cash consideration, for value addition to Mr. Venkat Manohar Dontamsetti, Chairman and Managing Director of the company to rank pari passu with the existing equity shares of the company.

The then National Airports Authority (NAA) through a public tender allotted to Mr. Venkat Manohar Dontamsetti land admeasuring 4.38 acres (17,759 Sqm) on lease for a period of 30 years at Begumpet Airport for constructing and operating Airport Hotel along with related business activities. Mr. Manohar has transferred that land to Shri Shakti Resorts & Hotels Ltd without taking any consideration whatsoever and implemented the project and successfully running the hotel and related businesses. Shri Shakti Resorts & Hotels Ltd is merged with your Company viz., Sri Havisha Hospitality and Infrastructure Ltd as per NCLT Order dated 16th Nov, 2021. The lease expired on 19th Nov, 2019 and Mr. Manohar has put in herculean efforts starting from 2017 itself for the renewal of the lease. Due to his persistent and perseverant efforts, the above land lease is renewed by Airports Authority of India in the name of Sri Havisha Hospitality and Infrastructure Ltd for a period of 30 years starting from 1st Jan, 2023. The lease deed to this effect is signed between Airports Authority of India and Sri Havisha represented by Mr. Venkat Manohar Dontamsetti on 27th July, 2023.

It is an irrefutable fact that the business growth and future prospects of your company are substantially enhanced consequent to the above.

Further Mr. Manohar is instrumental in turning around your Company from accumulated losses of about Rs 100 crores to the present profitable position. When Govt. of India couldn't implement it's commitment to remove subsidy on LPG over 3 years, entire private LPG Industry was badly affected. In such situation, Mr. Manohar cleared Bank loans of about Rs 106 Crores under One Time Settlement and made your Company debt - free in FY 2007-08. Thereafter he ensured your Company's survival all these years despite nil revenues. After the merger with Shri Shakti Resorts & Hotels Ltd, your Company is now turned profitable.

The efforts of Mr. Manohar for one time settlement is more in the nature of physical stress and involvement and quantification of such efforts in monetary terms is not possible. His value addition remains an appreciative contribution to the overall growth of the Company and has become a decisive factor for the shareholders to consider and approve sweat equity to Mr. Manohar.

Therefore it is proposed that Mr. Manohar shall be adequately compensated for his efforts as above through issue and allotment of 1,50,00,000 Sweat Equity Shares of Rs. 2 each fully paid up for his Non-cash consideration and value addition to the company.

The additional details as required under Regulation 32(1) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 set out in the **Annexure- II** forming part of this Notice.

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

Your Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no.3 of the notice.

Item No. 4

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 and Board of Directors of the Company have 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 up to 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 up to 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. 4 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, is 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**	Up to the Annual General Meeting to be held in 2027.
4.	**Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year**	100%
5.	**Justification for the proposed RPTs**	Mr. D.V. 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. 4, shall not be entitled to vote on the said 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) up to the date of the Annual General Meeting.

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

Your Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no.4 of the notice.

Annexure I

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE- APPOINTMENT AT THE ENSUING AGM OF THE COMPANY

[Pursuant to the Regulation 36(3) of the SEBI Listing Regulations and SS–2 on General Meetings]

Name of the Director	**Ms. Deekshita Dontamsetti**
DIN	**06941753**
Date of Birth	**24-05-1989**
Age	**37**
Date of first appointment on the Board	**07-08-2014**
Qualifications	**Masters in Business Analytics from University of Denver , USA**
Experience	**Business Analyst for several International Corporates , USA**
Terms and Conditions of Appointment	**Appointment as Non-Executive Non-Independent director and shall be liable to retire by rotation.**
Directorship in other Companies	NIL

Membership/ Chairmanship of Committees of the Board of other Listed Companies	**NIL**

***Note:** For other details such as number of meetings of the board attended during the year, remuneration last drawn and relationship with other directors & key managerial personnel in respect of above directors, Shareholding in the listed entity, including shareholding as a beneficial owner, please refer to the Corporate Governance Report which is a part of the Annual Report for FY 2025–26.

Annexure II

SCHEDULE — II

[As per regulation 32(1) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

SI	Particulars	Details
1	The total number of shares to be issued as sweat equity.	1,50,00,000 Equity shares to be issued as sweat equity shares
2	The current market price of the shares of the company.	Rs.2 Each
3	The valuation of know-bow or intellectual property rights or value addition to be received from the employee or director along with the valuation report / basis of valuation.	As per Valuation Report of the registered valuer.
4	The names of the employees or directors or promoters to whom the sweat equity shares shall be issued and their relationship with the company.	Mr. Venkat Manohar Dontamsetti, Chairman and Managing Director of the company
5	The consideration to be paid for the sweat equity.	Non- Consideration
6	The price at which the sweat equity shares shall be issued.	Rs. 2 Each
7	Ceiling on managerial remuneration, if any, which will be affected by issuance of such sweat equity.	No
8	A statement to the effect that the company shall conform to the accounting policies as specified by the Board.	Yes
9	Diluted Earnings Per Share pursuant to the issue of securities to be calculated in accordance with Accounting Standards specified by the Central Government.	Rs. -0.12 per equity share

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