
(Formerly SHRI SHAKTI LPG LTD.)

BOARD OF DIRECTORS	Mr.D.V.Manohar Mr.B.K.Sinha Mr.R.Prabhakar Rao Dr.A.Balasetti Dr.Bharat H. Barai Dr.Gorantla Govindaiah Mr.V.Subrahmanyam Mr.A.P.Vitthal Ms.Deekshita Dontamsetti	Chairman & Managing Director Independent Director Independent Director Director Director Director Independent Director Independent Director Director
COMPANY SECRETARY	Mr. Ramesh Atluri	
AUDITORS	M/s.Venugopal & Chenoy Chartered Accountants Hyderabad.	
BANKERS	Allahabad Bank	
REGISTRARS & SHARE TRANSFER AGENTS	M/s.XL Softech Systems Ltd 3, Sagar Society Road No.2, Banjara Hills, Hyderabad - 500034 Tel : 91-40-23545913/14/15 Fax : 91-40-23553214	
REGISTERED OFFICE	Venus Plaza Adjacent to old Airport, Begumpet, Hyderabad - 500016. Tel : 91-40-27902929 Fax: 91-40-27908989	
PLANT	Nemam Village, Beach Road, Kakinada - 533005 (A.P)	

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON MONDAY, THE 28TH SEPTEMBER 2015 AT 10:30 A.M. AT HARI HARA KALA BHAVAN, S.P. ROAD, SECUNDERABAD TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March 2015 and Balance Sheet as at that date together with Directors' Report and Auditors' Report thereon.
2. 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 Section 139 (2) and 142 (1) and other applicable provisions, if any, of the Companies Act, 2013, the appointment of, M/s. Venugopal & Chenoy., Chartered Accountants, Hyderabad (Firm Regn. No. 0046715), approved in the 21st Annual General Meeting until 23rd Annual General Meeting is hereby ratified by members at this Annual General Meeting till such conclusion of this Meeting until the conclusion of the next Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company.”

SPECIAL BUSINESS :

3. To appoint Mr.R.Prabhakar Rao as Independent Director and if thought, fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

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, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, and Clause 49 of the Listing Agreement, Mr. R. Prabhakar Rao, (DIN 06941753) an Independent Director of the Company, who has submitted a declaration that he meets the criteria for Independent Director as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a term of five (5) consecutive years, with effect from September 28, 2015 up to the 27th Annual General Meeting and not liable to retire by rotation.”

4. To consider and if thought fit to pass with or without modifications the following Resolution as a SPECIAL RESOLUTION :

(Formerly SHRI SHAKTI LPG LTD.)

“Resolved that pursuant to provisions of Section 5,14 and any other applicable Provisions of, if any, of Companies act 2013, approval of the share holders be and is hereby accorded to the Company to Amend the Articles of association of the Company in the following manner:

To replace the relevant sections of The Companies Act 1956 in various Articles by corresponding Sections of Companies Act 2013.

Resolved further that Mr DV Manohar, Chairman and Managing Director of the Company 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.”

By Order of the Board

For Shri Matre Power and Infrastructure Ltd.

Sd/-

Ramesh A.

Company Secretary

PLACE : HYDERABAD

DATE : 01.09.2015

NOTE :

1. A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy and the Proxy so appointed need not be a Member of the Company.
2. The Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. The Register of Members and Share Transfer Books will remain closed on 28-09-2015 for the purpose of Annual General Meeting.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
6. Members are requested to notify any change of address:
 - a. To their depository participants (DP) in respect of shares held in dematerialized form, and
 - b. To Registrar and Share Transfer Agent of the Company - M/s. XL Softech Pvt. Ltd. at the address given in the annual report, in respect of shares in physical form, to notify their change of address/ residential status/email-id, etc., if any, under their signatures and quoting respective folio number.

(Formerly SHRI SHAKTI LPG LTD.)

7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.
8. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
9. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
10. Kindly bring your copies of the Annual Report to the meeting.
11. In terms of Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs, under Green initiative in the Corporate Governance all the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents whose e-mail id is xlfield@gmail.com mentioning the Company's name, so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address.
12. Electronic copy of the Annual Report for the financial period ended 31.03.2015 is being sent to all the members whose email IDs are registered with the Company/RTA/Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.

The instructions for members for voting electronically are as under :-

In case of members receiving e-mail :

- (i) The voting period begins on 25.09.2015 at 10.30 am and ends 27.09.2015 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20.09.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders".
- (iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.

(Formerly SHRI SHAKTI LPG LTD.)

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participants are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. <u>The 8 digit Sequence Number is given above your name on the address sticker affixed to this Annual Report.</u> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(Formerly SHRI SHAKTI LPG LTD.)

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non-Individual Shareholder and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions :

The company has appointed M/s Krishna Kumar & Associates, Practicing Company Secretary to act as Scrutinizer. The Scrutinizer shall first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three (3) days of the conclusion of the meeting, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith. The results declared along with the report of the scrutinizer shall be placed on the website of the company after the result is declared by the Chairman and the company shall simultaneously forward the results to the concerned stock exchange where its equity shares are listed.

**Explanatory Statement
(Pursuant to section 102 of the Companies Act, 2013)**

STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS MENTIONED IN THE NOTICE OF THE TWENTY SECOND ANNUAL GENERAL MEETING OF THE COMPANY

Item No. 3 :

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. R. Prabhakar Rao (DIN 06941753) as Independent Director, in compliance with the requirements of the clause and is one of the two Directors liable to retire at this Annual General Meeting on Rotation.

Pursuant to the provisions of section 149 of the Companies Act, 2013, which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Board of Directors at its duly held meeting on 1st September 2015 considered the appointment of Mr. R. Prabhakar Rao (DIN 06941753) as Independent Director from September 28, 2015 up to September 27, 2020 ie., 27th Annual General Meeting of the Company and that he is not liable to retire by rotation.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of director as Independent Director is now being placed before the Members for their approval.

The Company has received notices in writing under the provisions of Section 160 of the Act, from the members proposing the candidature of Mr. R. Prabhakar Rao (DIN 06941753) for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from the above director

- i. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- ii. Intimation in Form DIR-8 in terms of the said Rules, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act; and
- iii. A declaration to the effect that he meets the criteria of Independent Director as provided in sub-section 6 of section 149 of the Act.

In the opinion of the Board, Mr. R. Prabhakar Rao, fulfills the conditions specified in the Act and the

(Formerly SHRI SHAKTI LPG LTD.)

rules made there under and they are independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. R. Prabhakar Rao as Independent Director of the company.

Except Mr. R. Prabhakar Rao, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 3

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Your Directors recommend the resolution for your approval.

Item No. 4 :

As the Companies Act, 1956 has been replaced with Companies Act, 2013, the provisions mentioned in previous Act i.e. Companies Act, 1956 required to be altered on par with the new provisions of The Companies Act, 2013. Accordingly, the existing articles mentioned in Articles of Association are made up with Companies Act, 1956 and hence require to be altered. Hence the proposed resolution has been set out to alter the Articles on par with Companies Act, 2013 and requires members approval.

Your Directors recommend the resolution for your approval.

By Order of the Board
For Shri Matre Power and Infrastructure Ltd.
Sd/-
Ramesh A.
Company Secretary

PLACE : HYDERABAD

DATE : 01.09.2015

DIRECTORS' REPORT

To
The Shareholders,
Shri Matre Power & Infrastructure Ltd.

1. INTRODUCTION

Your Directors have pleasure in presenting their report together with audited accounts for the financial year ended 31st March, 2015

2. FINANCIAL PERFORMANCE

The Financial performance of the Company for the Financial Year 2014-15 is indicated below :

Particulars	2014-15 (₹)	2013-14 (₹)
Gross Income	2,91,61,640	4,42,81,306
Less : Expenditure excluding Interest, Depreciation & prior period and Extraordinary items	71,79,325	1,77,32,078
Profit / (Loss) before Interest, Depreciation & prior period and Extraordinary items	2,19,82,315	2,65,49,228
Interest	-	-
Profit / (Loss) before Depreciation	2,19,82,315	2,65,49,228
Depreciation	2,74,55,546	2,76,89,055
Profit / (Loss) before prior period and Extraordinary items	(54,73,231)	(11,39,827)
Net Profit / (Loss) before provision for Taxation	(54,73,231)	(11,39,827)
Net Profit / (Loss)	(54,73,231)	(11,39,827)

During the year, the company incurred cash profit of ₹ 2,19,82,315(previous year cash profit of ₹ 2,65,49,228). After providing for depreciation amounting to ₹ 2,74,55,546 (previous year ₹ 2,76,89,055), the total loss for the year stood at ₹ (54,73,231)(previous year loss of ₹ (11,39,827).

Future Outlook :

As you are aware, your company has taken up diversification into solar power generation but the same could not be implemented so far due to various reasons including mobilization of funds required for implementing the project. We have been trying to dispose off the old LPG assets at Kakinada which are not being utilized. We are at an advanced stage of discussion with a potential buyer and reasonably hopeful that it would happen soon and result in getting much required funds for our diversification. Despite our vigorous efforts to dispose off the above assets, it is taking considerable time in view of the dull investor perception of LPG sector.

(Formerly SHRI SHAKTI LPG LTD.)

As you are aware, your company is already debt free and thus in a better position to achieve its objectives once the above is accomplished.

It has always been the endeavor of your Directors to turn around the company & start business operations once again. Your Directors are putting in all out efforts and are leaving no stone unturned to achieve the same.

3. DEPLOYMENT OF FUNDS :

	(₹) 31.03.2015	(₹) 31.03.2014
Sources of Funds		
Share Holders Funds	34,34,51,926	34,95,71,304
Non-Current Liabilities	21,58,467	3,07,25,467
Current Liabilities	5,59,43,408	1,47,33,031
Total	40,15,53,801	39,50,29,802
Application of Funds		
Non-Current Assets	18,29,20,683	21,10,22,376
Long Term Loans and Advances	35,65,051	35,65,051
Other Non-Current Assets	15,44,86,934	10,97,51,995
Current Assets	6,05,81,133	7,06,90,380
Total	40,15,53,801	39,50,29,802

4. SUBSIDIARY COMPANY

No subsidiary company.

5. DIVIDEND

As your Company still has accumulated losses, the Directors regret to inform you that they are not in a position to recommend any Dividend for the year ended 31.03.2015.

6. DEPOSITS

Your Company has not accepted any Deposits during the year.

7. DIRECTORS

The following Directors are liable to retire by rotation at this Annual General Meeting

Mr. R. Prabhakar Rao	Independent Director
Dr. A. Bala Setti	Director

The Board of Directors recommend the re-appointment of Mr. R.Prabhakar Rao as Independent Director for a term of 5 years from September 28, 2015 up to September 27, 2020.

Board Meetings :

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. Board Meetings were held during the year on 20th May, 2014, 31st July, 2014, 28th August, 2014, 29th October, 2014 and 20th January, 2015.

DECLARATION BY INDEPENDENT DIRECTORS :

The company has received necessary declaration from each Independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

POLICY ON DIRECTOR'S 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 179(3) of the Companies Act, 2013, 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.

9. AUDITORS**a) The Statutory Auditors :**

The statutory auditors M/s. Venugopal & Chenoy, Chartered Accountants, Hyderabad (Firm Regn.No. 0046715) were appointed at the 21st Annual General Meeting for a period of 3 years upto the conclusion of the 24th Annual General Meeting subject to ratification by the members at every Annual General Meeting.

b) Secretarial Auditors :

According to provisions of Sec.204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Secretarial Audit Report submitted by Company Secretary In practice is enclosed as part of this report at Annexure.

10. 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 (1) of the Companies (Appointment and Remuneration) Rules, 2014.

11. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A "Management Discussion and Analysis Report" has been furnished separately and the same forms part of this report.

(Formerly SHRI SHAKTI LPG LTD.)

RISK MANAGEMENT COMMITTEE :

The Risk Management Committee Comprises of the following Directors:

SRI D.V.MANO HAR, CHAIRMAN

SRI A.P.VITHAL, DIRECTOR

SRI B.K.SINHA, DIRECTOR

The Committee helps in :

- Assisting the Board in fulfilling its corporate governance oversight responsibilities with regard to the identification, evaluation and mitigation of strategic, operational and external environment risks.
- Monitoring and approving the risk management framework Reviewing and approving risk related disclosures.

Only one meeting was held for laying down the policy on Risk Management on 29/10/2014.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Though the provisions of Corporate Social Responsibility are not applicable to the Company, the Company is actively promoting cycling which is the most eco friendly means of commuting.

12. CORPORATE GOVERNANCE :

A brief report on Corporate Governance in compliance with clause 49 of the Listing Agreement is annexed.

13. DEMATERIALISATION OF SHARES :

41% of the paid up Equity Share Capital of The Company was dematerialised as on 31st March 2015 and balance 59% is in physical form. The Company's Registrars are XL SOFTECH SYSTEMS LTD., 3, Sagar Society, Banjara Hills, Hyderabad.

14. Remuneration Ratio of the Directors

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:

Rs.in Lakhs

Sl. No	Name of the Director	Designation	Remuneration 2014-15	Remuneration 2013-14	Increase in Remuneration	Ratio / times of Median of Employee Remuneration
1.	Sri.D.V.Manohar	Chariman & Managing Director	13.32	13.32	Nil	Nil (As there was No increase)

(Formerly SHRI SHAKTI LPG LTD.)

Sl. No	Name of the Key Manager Personnel	Designation	Remuneration 2014-15	Remuneration 2013-14	Increase in Remuneration	Ratio / times of Median of Employee Remuneration
1.	Sri.A.Ramesh	Company Secretary	4.2	Nil	Nil	Nil
2.	Sri.V.Padmanabham	Chief Financial Officer	4.2	4.2	Nil	Nil

15. LISTING WITH STOCK EXCHANGE :

The issue with BSE regarding lifting of suspension on trading our shares is still pending. The shares of SMPIL have been suspended by BSE stating that they have not received some information such as the quarterly reports etc. We have clarified to them that all such reports have been submitted on time and we have furnished documentary evidence for the same. However once BSE suspends, there is a long process for revocation. The revocation process is going on & we expect the suspension to be lifted shortly.

16. DIRECTORS RESPONSIBILITY STATEMENT AS REQUIRED UNDER 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 31st March, 2015, 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, 1956 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 31st March, 2015 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.

17. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as Annexure.

18. ACKNOWLEDGEMENT

The Board wishes to place on record its deep sense of gratitude and appreciation to all the Promoters and Shareholders for their whole hearted support to your Company. The Board also wishes to acknowledge the help and assistance rendered by the Banks, Dealers, Customers, Suppliers, Collaborators, Consultants and Contractors. The Board wishes to further record its gratitude to various Departments of the Government of Andhra Pradesh, Government of Telangana and Government of India and other State Governments for their support and encouragement given to your Company.

The Board records its appreciation for the contribution of all the team members of your Company.

19. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE

The prescribed details as required under sub-section (3) (m) of section 134 of the Companies Act, 2013, read with the companies (Accounts) Rules, 2014 are annexed.

For and on behalf of the Board of Directors

Sd/-

D. V. MANOHAR

Chairman & Managing Director

Place : Hyderabad

Date : 01.09.2015

MANAGEMENT DISCUSSION AND ANALYSIS

SHRI MATRE POWER AND INFRASTRUCTURE LTD (SMPIL) formerly known as SHRI SHAKTI LPG LTD (SSLPG) has been engaged in business of LPG marketing. The management discussion and analysis given below discusses the key issues concerning the LPG industry in general and SMPIL in particular followed by the recent developments wherein the company decided to diversify into power and infrastructure under the new identity of SHRI MATRE POWER AND INFRASTRUCTURE LTD (SMPIL)

INDUSTRY STRUCTURE AND DEVELOPMENTS : IOP

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.

The Government of India even failed to implement its G.O.Ms No 224 dated 27th November,1997 wherein the Government committed phased withdrawal of subsidy on LPG over a period of 3 years ending with March, 2001. This was subsequently shifted to end March, 2002. Because of Government's failure to honour its commitments as above and the consequent absence of level playing field, the entire private sector industry was badly affected and became loss making.. The Ministry of Petroleum issued a notification stating the subsidies on LPG and kerosene will be removed in a phased manner by the year 2007 only. However, the same is yet to be implemented.

SMPIL were the pioneer in the field of LPG marketing and established large integrated infrastructure to carry LPG from dock (Port) to the door of customers, which consisted of dedicated port facilities, large storage terminals, network of bottling plants and distribution and marketing networks. Your company was able to do well from the commencement of commercial operations in 1995 till 1999 and became profitable. Infact your company emerged as the country's largest private sector LPG company. However, due to abnormal rise in crude oil prices during 1999 to 2000, the international LPG prices also shotup. Despite the big spurt in sourcing cost, it was not possible to proportionately increase the prices due to competition with the Government Subsidized gas by virtue of which the company incurred losses. This was further aggravated in the subsequent years due to the growing disparity in the prices between the private LPG operators and the PSU Oil Undertakings, on account of non-removal of subsidy as mentioned earlier. Because your company's dedicated customer base was much larger, it had to suffer greater losses as more sales meant more losses. In spite of the difficult times, the company build a strong brand image viz SHAKTI GAS which is still quite popular.

SMPIL entered into LPG Auto Fuel market and develop for the first time patented technology for converting the 2 stroke engines of both 3 wheelers and 2 wheelers to run on LPG in collaboration with Automotive Research Association of India (ARAI). In June, 2007, SSLPG received two patents jointly

(Formerly SHRI SHAKTI LPG LTD.)

with ARAI for the above. The Government of India which agreed in principle to permit LPG as auto fuel, took a very long time to enact the legislative amendment. The highly potential auto fuel market which was to open by 1998, was not available till recently due to delay in finalization of norms by the Government and setting up of adequate number of LPG dispensing stations which was to open by 1998, was not available till recently due to delay in finalization of norms by the Government and setting up of adequate number of LPG dispensing stations.

OPPORTUNITIES AND THREATS :

Your company has taken up a three pronged strategy for its turn around which was as follows :

- a) 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 is waived.
- b) Tie up financial arrangements to raise the amounts required for meeting the OTS commitments.
- c) Marketing Action Plan to aggressively sell LPG in the commercial, industrial and auto fuel markets in addition to extensive and accelerated marketing of Shakti Gas Auto kits in all the cities where it is mandatory to convert three wheelers to run on environment-friendly fuels at the earliest.

SMPIL achieved a major breakthrough when the company paid off all the term loans and working capital liabilities under the One Time Settlement (OTS) deal, wherein the Banks & Financial Institutions agreed to waive the interest and considerable part of the principal and accept the balance in full & final settlement of their term loans and working capital loans. The company got a very good deal from all the three banks & financial institutions based on our strong contention that the company from the position of the acknowledged leader of the private sector LPG Industry, fell down and became loss making and sick only because the Government did not honour the commitments given to private sector LPG industry.

OUTLOOK :

As could be seen from the above, the Company had been badly let down by the Government of India who did not honour its commitments given to the Private Sector LPG Industry. Despite the best efforts being put in by all the team members, the company was not able to make much progress in reviving its LPG Business. It was primarily due to the fact that the Government could still not do much to withdraw the subsidy on LPG as committed by it. Over the years, the subsidy has further ballooned thereby substantially enlarging the gap between government subsidized gas and the private sector non subsidized gas.

As the future prospects in LPG business did not seem to be bright enough, it was decided to diversify.

In India electricity is always in short supply. Despite the increase in new power generation plants, the gap between demand and supply has not reduced. The average per capita consumption of electricity in India is about 700 kwh which is far below the World average of 2300 kwh. The Indian government has set ambitious goals in the 11th plan for power sector owing to which the power sector is poised for significant expansion. In order to provide availability of over 1000 units of per capita electricity by year 2012, it has been estimated that need-based capacity addition of more than 100,000 MW would be required.

(Formerly SHRI SHAKTI LPG LTD.)

The Government of India recently announced Jawaharlal Nehru National Solar Mission (JNNSM) for promoting solar power projects in various parts of the country. The objective of the JNNSM under the brand “Solar India” is to establish India as a global leader in solar energy by creating the policy conditions for its diffusion across the country as quickly as possible. The Mission set a target of 20,000 MW and stipulates implementation and achievement of the target in 3 phases (first phase upto 2012-13, second phase from 2013-17 and third phase from 2017-22) for various components including utility grid connected solar power. Under this, it is proposed to harness the solar energy abundantly available in India and use the same for power generation to meet the ever growing demand for electricity across the country.

The above opens very good opportunity for diversification into solar power generation wherein the raw material is the solar radiation and there is one single customer – the Government through its specified agency viz, NTPC Vidyut Vyapar Nigam Ltd (NVTN) who would be buying the entire production through a Power Purchase Agreement (PPA) for 25 years.

Therefore it is decided to diversify into power generation and solar power to begin with. This would be followed up with a foray into the infrastructure arena. To enable your company to do the same, the Main Objects and Other Objects of Memorandum of Association of your Company have been changed along with the change of name to Shri Matre Power & Infrastructure Ltd after duly obtaining the shareholders approval through the postal ballot process and securing the requisite statutory approvals.

Shri Matre Power & Infrastructure Limited (SMPIL) is participating in various tenders for Solar Power Generation including the AP Government. In the AP Tender, SMPIL's bid was the best at the location Amangal about 75 kms from Hyderabad. However due to the bifurcation of the state in the meantime, the tender was cancelled.

SMPIL is also working on promoting a 10 MW Solar Power Generation Plant under the Renewable Energy Certificate (REC) route wherein the solar power produced will be supplied to the State Government at their scheduled rate which is very low and the balance is made up through the sale of RECs which SMPIL would be earning. SMPIL is in the process of tying up for advanced technology with leading international technology providers. SMPIL is also evaluating various other options including foray into the hospitality industry.

SMPIL is also in the process of divesting its LPG assets so that it would be able to mobilize the required margin monies for its new projects.

Your Directors are optimistic that your Company would succeed in the above bid process and implement and operate the solar power project profitably.

RISKS & CONCERNS :

The Management of the company analyses and evaluates on a continuous basis the various risks associated with the business and adopts Risk Management Practices to minimize the adverse impact of these risks. Both external as well as internal developments are assessed regularly.

The management constantly scans the environment covering areas like market scenario, Government policies, national as well as global developments, technological changes etc. Business risks and uncertainties are identified and prioritized. Appropriate strategies are planned and implemented.

(Formerly SHRI SHAKTI LPG LTD.)

INTERNAL CONTROL SYSTEMS :

The company has an effective Internal Control System with respect to purchase and sale of inventory, fixed assets and goods. It has an internal audit department wherein audit of the transactions of the plants and the corporate offices are done at periodical intervals in order to ensure that recording and reporting are adequate and proper. The internal audit also verifies whether internal controls and checks and balances in the system are adequate, proper and upto date. Corrective actions for any weaknesses in the system that are disclosed by the audit are taken.

The Audit Committee consists of eminent Independent Directors. It reviews the important observations of the Internal Audit and suggests corrective action for the management to implement. It also meets periodically to review and recommend quarterly, half - yearly and annual financial statements of the company. The Committee also holds discussions with the Internal Auditors, Statutory Auditors and the Management on the matters relating to internal controls, auditing and financial reporting. The Committee also reviews with the statutory auditors, the scope and results of the audits.

FINANCIAL PERFORMANCE VS. OPERATIONS PERFORMANCE :

During the year, the company incurred cash profit of ₹ 2,19,82,315(previous year cash profit ₹ 2,65,49,228/-). After providing for depreciation of ₹ 2,74,55,546 (previous year depreciation ₹ 2,76,89,055/-), the total loss for the year stood at ₹ 54,73,231(previous year loss ₹ 11,39,827/-).

HUMAN RESOURCES & INDUSTRIAL RELATIONS :

The Company continues to maintain cordial industrial relations. Retention of the workforce is a key challenge considering the exponential growth in the industrial sector. The company has been consistently working on learning development of employees to enable them to take on larger responsibilities.

The company had on its rolls 7 permanent employees at the end of financial year 2014-15.

CAUTIONARY STATEMENT :

Statement in this Management Discussion & Analysis describing the company's objectives, projected estimates and expectations may constitute forward looking statement within the meaning of applicable laws and regulations. Actual results might differ marginally or materially from those either expressed or implied.

(Formerly SHRI SHAKTI LPG LTD.)

FORM NO.MGT 9

EXTRACT OF ANNUAL RETURN

as at Financial year ended 31st March, 2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Company
(Management & Administration) Rules, 2014

I. REGISTRATIONS & OTHER DETAILS

1	CIN	L40102TG1993PLC015988
2	Registration Date	13/07/1993
3	Name of the Company	SHRI MATRE POWER AND INFRA STRUCTURE LIMITED
4	Category/Sub-category of the Company	Public Limited
5	Address of the Registered Office & Contact details	Venus Plaza, Adjacent to Old Airport, Begumpet, Hyderabad-500 016 (Telangana) India.
6	Whether listed Company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any	M/s XL Softech Systems Ltd., 3, Sagar Society, Banzara Hills, Hyderabad-500 034, Telangana State; Tel : 91-040-23545913/14/15, Fax : 91-040-23553214; email : xlfield@rediffmail.com, website:www.xlsoftech.org

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the total turnover of the company shall be stated)

S.No.	Name of and Description of main products/services	NIC Code of the Product/service	% of total turnover of the Company
	NIL		

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (All the business activities contributing 10% or more of the total turnover of the company shall be stated)

S.No.	Name of and Description of main products/services	NIC Code of the Product/service	% of total turnover of the Company
	NIL		

(Formerly SHRI SHAKTI LPG LTD.)

IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity) Category-wise Shareholding

Category of Shareholders	No. of shares held at the beginning of the year (as on 31st March 2014)				No. of shares held at the end of the year (as on 31st March 2015)				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	6627090	4115700	10742790	7.00	6627090	4115700	10742790	7.00	NO CHANGE
b) Central Govt						0			
c) State Govt						0			
d) Bodies Corp+-	2947005	34014600	36961605	24.07	2947005	34014600	36961605	24.07	NO CHANGE
e) Banks/FI						0			
f) Any Other -NRI	3626550	603390	4229940	2.76	3626550	603390	4229940	2.76	NO CHANGE
Total shareholding of Promoter (A)	13200645	38733690	51934335	33.83	13200645	38733690	51934335	33.83	NO CHANGE
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	149100	149100	0.10	0	149100	149100	0.10	0	NO CHANGE
b) Banks/FI	600000	0	600000	0.39	600000	0	600000	0.39	NO CHANGE
c) Central Govt									
d) State Govt									
e) VCF									
f) Insurance Cos.									
g) FIs									
h) FVCF									
i) Others									
Sub Total(B) (1)	600000	149100	749100	0.49	600000	149100	749100	0.49	NO CHANGE
(2) Non-Institutions									
a) Bodies Corpo.									
i) Indian	4088097	618000	4706097	3.07	3074633	618000	3692633	2.41	0.66
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	15111693	9866304	24977997	16.27	15159496	9854904	25014400	16.29	0.02
ii) Individual shareholders holding nominal share capital excess Rs.1 lakh	20862774	16960596	37823370	24.63	21667335	16960596	38627931	25.16	0.53
c) Othes (specify) NRI	9208338	24136563	33344901	21.72	9380838	24136563	33517401	21.83	0.11
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members									
Trusts									
Foreign Bodies - DR									
Sub Total(B) (2)	49270902	51581463	100852365	65.69	49282302	51570063	100852365	65.69	NO CHANGE
Total Public Shareholding									
(B)=(B)(1)+(B) (2)	49870902	17243521	101601465	66.17	49282302	51719163	101601465	66.17	NO CHANGE
C. Shares hold by Custodian for GDRs & ADRs									
Grant Total (A+B+C)	63071547	90464253	153535800	100	63082947	90452853	153535800	100	NO CHANGE

(Formerly SHRI SHAKTI LPG LTD.)

B.shareholding of Promoter

S.No.	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year		
		No.of Shares	% of total shares of the company	% of shares Pledged/ Encumbered of Total Shares	No.of Shares	% of total shares of the company	% of shares Pledged/ Encumbered of Total Shares
1	Nri Prosperity Limited	11121000	7.24300	0	11121000	7.24300	0
2	Nri Prosperity Limited	9604500	6.25600	0	9604500	6.25600	0
3	Shri Shakti Cylinders Pvt Ltd	9179100	5.97800	0	9179100	5.97800	0
4	Venkat Manohar Donntamsetti	6290190	4.09700	0	6290190	4.09700	0
5	Shri Shakti Resorts &Hotels Ltd.	3300000	2.14900	0	3300000	2.14900	0
6	Shri Shakti Cylinders Pvt Ltd	2947005	1.91900	0	2947005	1.91900	0
7	Bharat H Barai	1407450	0.91700	0	1407450	0.91700	0
8	D Dharmin	1391700	0.90600	0	1391700	0.90600	0
9	D T Veni	753300	0.49100	0	753300	0.49100	0
10	Vijaya Aroor Kinni	655830	0.42700	0	655830	0.42700	0
11	Kirti Precision Works P Ltd	630000	0.41000	0	630000	0.41000	0
12	B Vikram Reddy	556500	0.36200	0	556500	0.36200	0
13	Jayant Haridas Barai	524910	0.34200	0	524910	0.34200	0
14	Jeeves Kundapur	522360	0.34000	0	522360	0.34000	0
15	Ranjan Jayant Sanghvi	468000	0.30500	0	468000	0.30500	0
16	D V Satya Kumar	401100	0.26100	0	401100	0.26100	0
17	Sujata Dontamsetti	336900	0.21900	0	336900	0.21900	0
18	D Appa Rao	305400	0.19900	0	305400	0.19900	0
19	D V Rajasekhar	266100	0.17300	0	266100	0.17300	0
20	Satya Pinjala	210000	0.13700	0	210000	0.13700	0
21	Shakti Schools Pvt Ltd	180000	0.11700	0	180000	0.11700	0
22	Deekshita Dontamsetti	157800	0.10300	0	157800	0.10300	0
23	D V Prabhu Kumar	117600	0.07700	0	117600	0.07700	0
24	D Thriveni	94200	0.06100	0	94200	0.06100	0
25	Ratna Reddy	60300	0.03900	0	60300	0.03900	0
26	Kamala Kumar	60300	0.03900	0	60300	0.03900	0
27	Loverine Norohna	46890	0.03100	0	46890	0.03100	0
28	Neelu Sruti	46800	0.03000	0	46800	0.03000	0
29	Vasantha Raja Sural	46800	0.03000	0	46800	0.03000	0
30	Pinjala Ramakrishna	42000	0.02700	0	42000	0.02700	0
31	Ravi Pinjala	41700	0.02700	0	41700	0.02700	0
32	Abhiteja Dontamsetti	39900	0.02600	0	39900	0.02600	0
33	Trinadh Dontamsetti	36900	0.02400	0	36900	0.02400	0
34	Rekha Rajasekhar	23400	0.01500	0	23400	0.01500	0
35	Nikhila Pinjala	23400	0.01500	0	23400	0.01500	0
36	Ranjeet	21900	0.01400	0	21900	0.01400	0
37	Ranjan	21900	0.01400	0	21900	0.01400	0
38	Kishorchandra Tulsidas Maniar	1200	0.00100	0	1200	0.00100	0
	Total	51934335	33.83	0	51934335	33.83	0

(Formerly SHRI SHAKTI LPG LTD.)

C.Changes in Promoters' Shareholding (Please specify, if there is no change - NO CHANGE)

S.No.	Particulars	Shareholding at the beginning of the year		Cumulative shareholding the year	
		No.of shares	% of Total shares of the company	No.of shares	% of Total shares of the company
1	Day wise increase/decrease in the promoters'shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	51934335	33.83	51934335	33.83
	At the end of the year	51934335	33.83	51934335	33.83

D. Shareholding Pattern of top ten shareholders : (Other than Directors, Promoters, and Holders of GDRs and ADRs)

S.No.	Particulars	Shareholding at the beginning of the year		Cumulative shareholding the year	
		No.of shares	% of Total shares of the company	No.of shares	% of Total shares of the company
1	Day wise increase/decrease in the promoters'shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	13129008	8.55	14068569	9.16
	At the end of the year				

E) Shareholding of Directors and Key Managerial Personnel

S.No.	Particulars	Shareholding at the beginning of the year		Cumulative shareholding the year	
		No.of shares	% of Total shares of the company	No.of shares	% of Total shares of the company
1	Day wise increase/decrease in the promoters'shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	6290190	4.1	6290190	4.1
	At the end of the year	6290190	4.1	6290190	4.1

VI Indebtedness : Indebtedness of the Company including interest outstanding/accrued but not due for payment-----NIL-----

(Formerly SHRI SHAKTI LPG LTD.)

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

A.Remuneration of Managing Director, Whole-Time Directors and/or Manager :

Rs. In lakhs

S.No.	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
		Sri D.V.Manohar	
1	Gross Salary (a) Salary as per provisions contained in Sec.17 (1) of the I.T.Act, 1961	11.52	11.52
	(b) Value of perquisites u/s (17(2) I.T.Act 1961	1.8	1.8
	Total	13.32	13.32

B.Remuneration to Other Directors :

Rs. In lakhs

S.No.	Particulars of Remuneration	Name of the Directors					Total Amount
		Sri B.K.Sinha	Sri R.Prabhakar Rao	Sri V.Subrahmanyam	Sri A.P.Vithal	Kum.Deekishita D.	
1	Independent Directors Fee for attending board committee meeting	0.43	0.50	0.11	0.42		1.46
	Total	0.43	0.5	0.11	0.42		1.46
2	Other Non-Executive Directors Fee for attending board committee meeting					0.30	0.36
	Total	0.43	0.5	0.11	0.42	0.30	1.76

A.Remuneration of Managing Director, Whole-Time Directors and/or Manager :

Rs. In lakhs

S.No.	Particulars of Remuneration	CS	CFO	TOTAL
1	Gross Salary (a) Salary as per provisions contained in Sec.17 (1) of the I.T.Act, 1961	4.2	4.2	8.4
	(b) Value of perquisites u/s (17(2) I.T.Act 1961	0	0	0
	Total	4.2	4.2	8.4

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES - NIL

A.	COMPANY	NIL
B.	DIRECTORS	NIL
C.	OTHER OFFICERS IN DEFAULT	NIL

NOTE : POINTS TO BE ATTACHED/INCLUDED IN DIRECTORS REPORT**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub- section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis : NIL
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/ arrangements/ transactions
 - (c) Duration of the contracts / arrangements/ transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
 - (e) Justification for entering into such contracts or arrangements or transactions
 - (f) date(s) of approval by the Board
 - (g) Amount paid as advances, if any:
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

2. Details of material contracts or arrangement or transactions at arm's length basis : NIL
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/ arrangements/ transactions
 - (c) Duration of the contracts / arrangements/ transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
 - (e) Date(s) of approval by the Board, if any:
 - (f) Amount paid as advances, if any:

Note : Form shall be signed by the persons who have signed the Board's report.

(Formerly SHRI SHAKTI LPG LTD.)**KRISHNA KUMAR A, FCS****KRISHNA KUMAR & ASSOCIATES
COMPANY SECRETARIES**

H. No 2-2-114/27, New Nallakunta

HYDERABAD-500044, TS

Ph.9849064163

E mail : akkfcs@yahoo.co.in

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, 2015

To,

M/s. SHRI MATRE POWER & INFRASTRUCTURE LIMITED,

CIN: L40102TG1993PLC015988

Hyderabad.

Dear Sirs,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Shri Matre Power & Infrastructure Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, (except financial statements and books of accounts) papers, minute books, forms and returns filed and other records maintained by the Company 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 audit period covering the financial year ended on 31st March, 2015, 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 :

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 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 thereunder;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(Formerly SHRI SHAKTI LPG LTD.)

- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there-under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) viz.,
 - (a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 ;
 - (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ;
 - (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue Companies Act and Share Transfer Agents) Regulations, 1993 regarding the companies Act, and dealing with client ;
2. The provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company for the financial year under report.
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Take overs) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - c. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - d. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
3. We have also examined the compliances with the applicable clauses of the following :
- i. Secretarial Standards issued by the Institute of company Secretaries of India –not mandatory under the financial year under review.
 - ii. The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited.
4. During the financial year under review the Company has complied with the provisions of the New Companies Act 2013, Old Companies Act 1956, to the extent applicable and the Rules, Regulations, Guidelines, etc., mentioned above subject to the following observations:

OBSERVATIONS:

As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of

(Formerly SHRI SHAKTI LPG LTD.)

- a) Foreign Direct Investment (FDI) were not attracted to the Company during the period under review.
 - b) Overseas Direct Investment (ODI) by Residents in joint venture/ Wholly Owned Subsidiary abroad were not attracted during the period under review.
 - c) External Commercial Borrowings were not attracted to the company during the period under review.
 - d) As per the information and explanations provided by the Company and its officers, agents, and authorised representatives during the conduct of the secretarial audit, we report that the Company has not made any GDR/ADRs or any Commercial instrument during the period under review.
4. We further report that
- i. 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 that took place during the period under review were carried out in compliance with the provisions of the Act.
 - ii. 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.
 - iii. Majority decision is carried through while the dissenting members' views if any, are captured and recorded as part of the minutes.
5. We further report that 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.
6. We have relied on the information supplied and representation made by the Company and its officers for systems and mechanism followed by the Company for compliance under the applicable Acts, Laws and Regulations to the Company.

For KRISHNA KUMAR & ASSOCIATES,

Company Secretaries,

A. KRISHNA KUMAR

FCS: 5356

CP : 4707

Place: Hyderabad

Date: 28th August, 2015

A REPORT ON CORPORATE GOVERNANCE

a) COMPANY'S PHILOSOPHY

Shri Matre Power & Infrastructure Ltd. is committed to the highest standards of Corporate Governance in all its activities and processes. The driving forces of Corporate Governance at Shri Matre Power & Infrastructure Ltd 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.

b) BOARD OF DIRECTORS

i) Composition and Category of Directors:

The Board comprises of 9 Directors, who bring in a pool of collective knowledge from various disciplines. The Board has been constituted in a manner which will result in an appropriate mix of Executive and Non-Executive Directors. The Non-Executive Directors bring independent judgment in the Board's deliberations and decisions. This has been done to preserve the independence of Board and effective discharge of its functions of Governance and Management. As on date the Board consists of Four (4) Independent Directors and Five (5) Executive/Promoter Directors.

None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees (as specified in clause 49 of Listing Agreement) across all the companies in which he is a Director.

The names, categories of the Directors on the Board, their attendance at the Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorships held by them in other companies given below :

Name	Category	Designation	No. of meetings held during the last financial year	No. of meetings attended	No. of memberships in Boards of other Companies	Attendance of each Director at last AGM
Mr. D.V.Manohar	Promoter and Executive Director	Chairman and Managing Director	5	5	6	Yes
Dr.Bharat H.Barai	NRI Director	Director	5	1	2	No
Dr. A. Balasetti	NRI Director	Director	5	1	1	No
Dr Gorantla Govindaiah	NRI Director	Director	5	1	-	No
Mr. B.K. Sinha	Independent and Non-Executive Director	Director	5	4	2	Yes
Mr. R. Prabhakara Rao	Independent and Non-Executive Director	Director	5	5	-	Yes
Mr. V. Subrahmanyam	Independent and Non-Executive Director	Director	5	3	1	Yes

(Formerly SHRI SHAKTI LPG LTD.)

Mr. A.P. Vitthal	Independent Director	Director	5	4		Yes
Ms. Deekshitha Dontamsetti	Director	Director	5	3	-	NA

(i) Board Meetings :

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. Board Meetings were held during the year on May 20, 2014, July 31, 2014, August 28, 2014, October 29, 2014 and January 20, 2015.

(ii) Directors seeking appointment :

As per the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, and Clause 49 of the Listing Agreement, Mr. R.Prabhakar Rao (DIN 06941753) is proposed to be appointed as Independent Directors for a term of 5 years at this Annual General Meeting.

Mr.R.Prabhakara Rao being eligible, offer himself for re-appointment as independent director for a term of 5 years from September 28, 2015 upto September 27, 2020.

The Board of Directors at their duly held meeting on 1st September 2015, recommended the reappointment of Mr.R.Prabhakar Rao as independent Director for a term of 5 years from 28th September 2015 upto 27th Septemeber 2020 at this Annual General Meeting.

The Board recommends appointment of the above directors.

(iii) Board Committees :

To enable better and more focused attention on the affairs of the Company, the Board delegates certain matters to the Committees of the Board set up for the purposes.

(iv) Shares held by Independent & Non-Executive Directors :

None of the Independent Directors hold any Shares in the Company.

c) AUDIT COMMITTEE

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the Board's overall responsibilities, an Audit Committee has been constituted as a sub-committee to the Board. The functions of the Audit Committee include;

- Reviewing the adequacy of internal control systems and the Internal Audit Reports, and their compliance thereof.

(Formerly SHRI SHAKTI LPG LTD.)

- Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending the appointment of external auditors and fixation of their audit fee, and also approval for payment for any other services.
- Reviewing with Management the quarterly and annual financial statements before submission to the Board.

COMPOSITION AND OTHER DETAILS

The Audit Committee of the Company consists of three Independent Directors and one Promoter Director viz.,

1. Mr. V. Subrahmanyam – Chairman (Independent Director)
2. Mr. A.P. Vitthal – Member (Independent Director)
3. Mr. B.K. Sinha – Member (Independent Director)
4. Mr. D.V. Manohar – Member (Chairman & Managing Director)

Members possess adequate knowledge of Accounts, Audit, Finance etc.

During the year under review, Mr. B.K. Sinha has attended 4 meetings, Mr. V. Subrahmanyam has attended 3 meetings, Mr. A.P. Vitthal has attended 5 meetings and Mr. D.V. Manohar has attended 5 meetings.

The meetings of the Audit Committee were attended by the heads of Finance, and Auditors as invitees. Members held discussions with the Statutory auditors during the meetings of the Committee and the quarterly and annual Audited Financial results of the Company were reviewed by the Audit Committee before consideration and approval by the Board of Directors.

d) REMUNERATION COMMITTEE :

Scope of Remuneration committee is to review the performance of the Managing Director, after considering the company's performance, recommends to the Board remuneration including salary, perquisites to be paid to the Managing Director. The Company has only one Managerial Personnel at present i.e. Managing Director whose re-appointment is due next year on completing 5 years term.

The remuneration committee at present consists of three independent directors and one promoter viz.,

1. Mr. V. Subrahmanyam – Chairman (Independent Director)
2. Mr. A.P. Vitthal – Member (Independent Director)
3. Mr. B.K. Sinha – Member (Independent Director)
4. Mr. D.V. Manohar – Member (Chairman & Managing Director)

Remuneration Policy :

The Remuneration Committee of the Board of the Company generally decides and makes recommendations to the Board about the remuneration to be paid to the Directors. The

(Formerly SHRI SHAKTI LPG LTD.)

remuneration recommends to the Directors are, subject to the approval of the Members of the Company in the General Meeting. The Managing Director is paid a remuneration of ₹ 5,76,000/- during the year.

The non Executive Directors are paid a sitting fee of ₹ 10,000/- each for the Board Meetings held during the year.

e) SHARE TRANSFER / INVESTORS' GRIEVANCE COMMITTEE

The share transfer committee meets periodically and approves the share transfers received and placed before the Board for ratification.

As a measure of good Corporate Governance and to focus on the shareholders' grievances towards strengthening investor relations, an Investors' Grievance Committee, as a sub-committee to the Board of Directors has been constituted.

a) The functions of the Committee include;

to specifically look into the redressal of investors' grievances pertaining to

- 1) Transfer of rights/bonus/split share certificates
- 2) Other related shares
- 3) Dividends
- 4) Dematerialization of shares
- 5) Replacement of lost/stolen/mutilated share certificates
- 6) Non-receipt of issues

The committee focuses on the strengthening of investor relations.

b) Constitution and Composition.

The Committee was re-constituted during the year as follows :

1. Mr. B.K. Sinha – Chairman (Independent Director)
2. Mr. A.P. Vitthal – Member (Independent Director)
3. Mr. V. Subrahmanyam – Member (Independent Director)
4. Mr. D.V. Manohar – Member (Chairman & Managing Director)

f) VENUE AND TIME OF THE LAST THREE ANNUAL GENERAL MEETINGS.

Date	Venue	Time	No. of Special Resolutions	Members present by	
				Person	Proxy
29.09.2014	Hari Hara Kala Bhavan, Near Patny Circle, Secunderabad	10.30 a.m.	1	51	0
27.09.2013	Hari Hara Kala Bhavan, Near Patny Circle, Secunderabad	10.30 a.m.	-	91	5
28.09.2012	Hari Hara Kala Bhavan, Near Patny Circle, Secunderabad	10.30 a.m.	-	145	38

(Formerly SHRI SHAKTI LPG LTD.)

g) DISCLOSURES

The Company has complied with the appropriate accounting policies and has ensured that they have been applied consistently and comply with material aspects with the accounting standards notified under section 211(3C) of the Companies Act, 1956.

There are no materially significant related party transactions i.e. transactions, material in nature, with its promoters, the Directors or the Management, their subsidiaries or relatives etc., having potential conflict with the interests of the company at large.

h) 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.

i) VIGIL MECHANISM

To strengthen its policy of corporate transparency, the company has established an innovative and empowering mechanism for employees. Employees can report to the Management their concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy.

j) GENERAL SHAREHOLDERS INFORMATION

(a) Annual General Meeting

The 22nd Annual General Meeting of the Company will be held on Monday, the 28th September, 2015 at 10.30 a.m. at Hari Hara Kala Bhavan, S.P. Road, Secunderabad - 3.

(b) Financial results were approved as follows :

Un-audited

- First Quarter - July, 2014
- Second Quarter - October, 2014
- Third Quarter - January, 2015

Audited

- Fourth Quarter - May, 2015

(c) Book closure on 28th September, 2015

(Formerly SHRI SHAKTI LPG LTD.)

- i) The shares of the Company are originally listed on :
- a) The Hyderabad Stock Exchange Limited (HSE), The Stock Exchange, Mumbai (BSE), The National Stock Exchange of India Limited (NSE), The Delhi Stock Exchange Association Limited (DSE), The Stock Exchange, Ahmedabad (ASE), and Bangalore Stock Exchange Ltd (BSE)
 - b) The Shares of the Company at present are listed at The Bombay Stock Exchange, Mumbai (BSE).
 - c) The company has been complying with all statutory requirements.
 - d) Trading in our Company's shares has been suspended temporarily. Bombay Stock Exchange said that they had not received certain data pertaining to previous years though the company has been complying with the listing agreement. The Company has taken up the matter with the BSE.
 - e) The Company's shares at Rs.2/- each are being listed with Bombay Stock Exchange.
- ii) Depository for Equity Shares : NSDL and CDSL.
ISIN for the Company's Equity Shares : **INE 293 B 01021**
STOCK CODE : BSE : SHRI SHAKTI 531322

MARKET PRICE DATA : From 01.04.2014 to 31.03.2015

During the period reported, the trading of company's shares is suspended.

SHARE TRANSFER AGENT :

M/s. XL Softech Systems Ltd., whose address is given below has been appointed as Registrar & Share Transfer Agents for looking after the work related to Share registry for both physical and electronic modes.

XL SOFTECH SYSTEMS LTD.,

3, Sagar Society, Banjara Hills,

Hyderabad - 500 034.

Tel : 91-040-23545913 / 14 /15

Fax : 91-040-23553214

E-mail : xlfield@rediffmail.com

Website : www.xlsoftech.org

SHARE TRANSFER SYSTEM :

The Board has authorised the Chairman & Managing Director or one Director to approve transfer/transmission/transposition of Shares.

(Formerly SHRI SHAKTI LPG LTD.)

DISTRIBUTION OF SHAREHOLDING :

From	Range		No. of Shareholders	
	To		No.	%
Upto	5000		1411	10.52
5001	-	10000	1462	10.90
10001	-	20000	5086	37.91
20001	-	30000	2845	21.20
30001	-	40000	271	2.02
40001	-	50000	292	2.18
50001	-	100000	981	7.31
100001	&	Above	1069	7.97

OUTSTANDING GDRs/ADRs etc. :

The Company has not issued any GDRs / ADRs and there are no outstanding warrants or any convertible warrants.

REGISTERED OFFICE/ADDRESS FOR CORRESPONDENCE :

SHRI MATRE POWER & INFRASTRUCTURE LTD.

Venus Plaza, Begumpet, Hyderabad-500 016

Phone : 040-27902929 ; Fax : 040-27908989

Email : info@shrishakti.com

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

PLANT LOCATION :

- (a) Kakinada : Shri Matre Power & Infrastructure Limited
Nemam (Village), Beach Road, Kakinada
Phone : 0884-6563346

It is hereby confirmed that the Board and senior management personnel have affirmed compliance with the code of conduct for the financial year 2014-15

By Order of the Board

Sd/-

D. V. Manohar

Chairman & Managing Director

Place : Hyderabad

Date : 01.09.2015

CEO & CFO CERTIFICATION

We, D.V.Manohar, Chairman & Managing Director and V. Padmanabham, Chief Financial Officer, to the best of our knowledge and belief, do hereby certify that

1. We have reviewed financial statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief,
 - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative the Company's code of conduct.
3. We accept the responsibility for establishing and maintaining internal controls for the financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we 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 that the steps they have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee.
 - i) The significant changes if any in internal control over financial reporting during the year,
 - ii) The significant changes in accounting policies if any during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-
D.V.Manohar
Chairman & Managing Director

Sd/-
V.Padmanabham
Chief Financial Officer

Place : Hyderabad

Date : 29.05.2015

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND
SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S
CODE OF CONDUCT**

I hereby declare that all the Directors and designated employees in the senior management of the company have affirmed compliance with the respective codes for the Financial Year ended March 31, 2015.

Sd/-

D.V.Manohar

Chairman & Managing Director

Place : Hyderabad

Date : 29.05.2015

AUDITORS' CERTIFICATE

To
The Members of
Shri Matre Power & Infrastructure Ltd.,
Hyderabad.

We have examined the compliance of conditions of corporate governance by Shri Matre Power & Infrastructure Ltd., for the year ended 31.03.2015, as stipulated in Clause 49 of the Listing Agreement of the Company with Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, 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 explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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 VENUGOPAL & CHENOY
CHARTERED ACCOUNTANTS**

Place: Hyderabad
Date : 29.05.2015

Sd/-
(P.V.SRI HARI)
Partner
M.No.21961

(Formerly SHRI SHAKTI LPG LTD.)

INFORMATION UNDER SUB-SECTION (3) (M) OF SECTION 134 OF THE COMPANIES ACT 2013, READ WITH THE COMPANIES (ACCOUNTS) RULES 2014 AND FORMING PART OF THE DIRECTORS' REPORT.**A. CONSERVATION OF ENERGY****Energy Consumption measures taken :**

- a. The Company in its first year of operation itself has initiated effective measures for saving all forms of Energy. The measures taken were as under:
 - Installed automatic un-loaders on Air Compressors to operate on reaching the adequate pressure required for bottling operations and to run the equipment in no load condition at Kakinada Terminal.
 - The street lights and plant lighting circuits are modified so that during non-working hours only 30% of the lights are illuminated at Kakinada Terminal.
 - The bulk and bottling operations are synchronised to optimise the running of the LPG and related equipment at Kakinada Terminal.
- 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 and consequent impact on the cost of bottling.
- d. Total Energy Consumption and Energy Consumption per unit of product.

Energy Conservation Measures :

The following Energy Conservation Measures were implemented during the year.

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

Power & Fuel Consumption at Bottling Plants :

	Particulars	Unit	
a)	Purchased Unit	KWH	10,929
	Rate	₹ /KWH	8.40
	Total	₹	3,76,087/-

(Formerly SHRI SHAKTI LPG LTD.)

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 :

(₹ 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

For and on behalf of the Board of Directors

Sd/-

D. V. Manohar

Chairman & Managing Director

Place : Hyderabad

Date : 29.05.2015

INDEPENDENT AUDITORS' REPORT

To,

The Members,
Shri Matre Power & Infrastructure Ltd.,
Hyderabad.

Report on Standalone Financial Statements

We have audited the accompanying financial statements of Shri Matre Power & Infrastructure Ltd., which comprises the Balance Sheet as at March 31st, 2015 the statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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; and making judgements 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

(Formerly SHRI SHAKTI LPG LTD.)

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements, give the information required by 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 31st March, 2015 and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("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 a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that :
 - a) we have sought obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act, 1956.

(Formerly SHRI SHAKTI LPG LTD.)

- f) 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, in our opinion and to the best of our information and according to the explanations given to us:
- I There are no pending litigations for the company.
 - II There are no foreseeable losses on long-term contract including derivative contracts.
 - III There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

FRN : 004671S

**For VENUGOPAL & CHENOY
CHARTERED ACCOUNTANTS**

Place: Hyderabad
Date : 29.05.2015

**Sd/-
(P.V.SRI HARI)
Partner
M.No.021961**

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March, 2015, we report that :

- (i) a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets, which require to be updated.
- b. As explained to us, the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies between the books/record and the physical inventory were noticed on such verification.
- (ii) In respect of its inventories :
 - a. As explained to us, inventories have been physically verified by the management at reasonable intervals during the year.
 - b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c. The Company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventory as compared to the book of records.
- (iii) The Company has not granted loans to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ("the Act")
- (iv) In our opinion and according to the information and explanations given to us, there are internal control procedures considering the size of the Company and the nature of its business, with regard to purchase of inventory, fixed assets and with regard to the sale of goods and services.
- (v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public.
- (vi) We have been informed that, though maintenance of Cost Records has been prescribed by the Central Government for the company's product, the maintenance of such records are not applicable to the Company as the aggregate value of the turnover does not exceed the threshold limit prescribed.
- (vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees state insurance, central excise, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

(Formerly SHRI SHAKTI LPG LTD.)

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, Income tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Value Added Tax, Cess and other material statutory dues were in arrears as at 31, March 2015 for a period of more than six months from the date they became payables except :

b) According to the information and explanations given to us, there are no material dues of Wealth Tax, Duty of Customs and Cess which have not been deposited with the appropriate authorities on account of any dispute. However according to the information and explanations given to us, the following dues of Income tax, Sales Tax, Service Tax, Value Added Tax have not been deposited by the Company on account of disputes :

Sl. No.	Name of the Statute	Nature of the Dues	Forum where Dispute is pending	Amount ₹ in Lakhs
1.	Customs Duty Act	Customs Duty	CEGAT	352.77
2.	Sales Tax Department	Sales Tax	TVTAT	886.26

- (viii) The accumulated losses as at the end of Financial Year are less than 50% of the net worth of the company. The Company has not incurred cash losses during the Financial Year covered by the Audit and also in the immediately preceding Financial Year.
- (ix) The Company has not defaulted in the repayment of dues to a financial institution or banks during the year.
- (x) The Company has given a corporate guarantees for a loan taken by Shri Shakti Resorts Ltd., from a commercial bank and, in our opinion, the terms and conditions whereof are not prejudicial to the interests of the company.
- (xi) The Company has not raised any new term loans during the year from banks nor there are term loans outstanding as at 31.03.2015.
- (xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For VENUGOPAL & CHENOY
CHARTERED ACCOUNTANTS

Place : Hyderabad
Date : 29.05.2015

Sd/-
(P. V. SRI HARI)
Partner
M.No.021961

FORM AOC - 3

(Pursuant to first proviso to sub-section (1) of section 136 of the Act and Rule 10 of Companies(Accounts) Rules, 2014).

Statement Containing Sailable Features of Balance sheet and Profit and Loss Account.

Form of Abridged Financial StatementsName of the company : **SHRI MATRE POWER & INFRASTRUCTURE LIMITED**Abridged Balance Sheet : **AS AT 31.3.2015**

Figures at the end of 31.3.2015

(Rupees)

Sl. No.	Particulars	Current Reporting Period 31.03.2015	Previous Reporting Period 31.03.2014
I	EQUITY AND LIABILITIES		
(1)	Shareholders funds		
(a)	Paid - up Share Capital		
(i)	Equity	307071600	307071600
(ii)	Preference	0	0
(b)	Reserves & surplus		
i)	Capital reserve (including Revaluation reserve, if any)	45400060	45400060
(ii)	Revenue Reserves	22480630	22480630
(iii)	Surplus	-31500364	-25380986
(c)	Money received against Share warrants	0	0
(vi)	Investment Allowance Reserve	0	0
(2)	Share application money pending allotment	0	0
(3)	Non Current Liabilities:		
(a)	Long - term borrowings	0	0
(b)	Deferred tax liabilities(Net)	0	0
(c)	Other Long - term liabilities	2158467	30725467
(d)	Long - term provisions	0	0
(4)	Current Liabilities:		
(a)	Short - term borrowings	0	0
(b)	Trade payables	44844034	4844034
(c)	Other current liabilities	11099374	9888997
(d)	Short - term provisions	0	0
	Total of (1) to (4)	401553801	395029802

(Formerly SHRI SHAKTI LPG LTD.)

II ASSETS

(5) Non - current assets		
(a) Fixed Assets		
(i) Tangible assets (Original cost less depreciation)	182920683	211022376
(ii) Intangible assets(Original cost less depreciation/amortisation)	0	0
(iii) Capital work - in- progress	0	0
(iv) Intangible assets under development	0	0
(b) Non - current Investments	0	0
(c) Deferred tax assets(net)	0	0
(d) Long - term loans and advances	3565051	3565051
(e) Other Non - current Assets	154486934	109751995
(6) Current assets		
(a) Current investments	0	0
(b) Inventories	56615543	56615543
(c) Trade Receivables	2745487	2745487
(d) Cash and Cash equivalents	449208	10499007
(e) Short -term Loans & Advances	931895	830343
(f) Other Current assets	0	0
Total of (5) to (6)	401553801	395029802

Note : Complete Balance Sheet, Statement of Profit and Loss, other statements and notes thereto prepared as per the requirements of Schedule III to the Act are available at the Company's website at link: www.shrishakti.com. Copies of the documents are available for the inspection at the company's Registered Office during working hours from 6th to 27th September, 2015. Copy of the full annual report can be obtained at the registered office of the company, on request.

For VENUGOPAL & CHENOY,
Chartered Accountants,

Sd/-

(CA P.V.SRI HARI)

Partner

Membership No.021961

Sd/-

(CS A.Ramesh)

Company Secretary

For and on behalf of the Board,

Sd/-

(D.V.MANOHAR)

Chairman & Managing Director

Sd/-

(B.K.SINHA)

Director

Place : Hyderabad

Date : 29.05.15

(Formerly SHRI SHAKTI LPG LTD.)

ABRIDGED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON 31.3.2015

		(Rupees)	
Sl. No.	Particulars	Figures for the current reporting period 31.3.2015	Figures for the previous reporting period 31.3.2014
I	Income		
	Revenue from operations(details to be given as per *)	0	0
II	Other Income	794640	11771918
	Profit on sale of asset	0	32509388
	Amount Written Back	28367000	0
III	Total Income(I+II)	29161640	44281306
IV	Expenditure		
	(a) Cost of goods consumed	0	0
	(b) Purchase of stock - in – trade	0	0
	(c) Changes in inventories of finished goods, work-in-progress and stock - in- trade	0	0
	(d) Employee benefit expenses	2638542	2408811
	(e) Finance costs	0	0
	(f) Depreciation and amortisation expenses	27455546	27689055
	(g) Other expenses	4540783	15323267
	Total Expenditure (a to g)	34634871	45421133
V	Profit before exceptional and extraordinary Items and tax (III - IV)	-5473231	-1139827
VI	Exceptional items	0	0
VII	Profit before and extraordinary items and tax(V-VI)	-5473231	-1139827
VIII	Extraordinary items	0	0
IX	Profit/(Loss)before tax (VII - VIII)	-5473231	-1139827
X	1. Tax expense	0	0
	2. Deferred tax	0	0
XI	Profit/(Loss)after tax for the period from continuing operations (IX-X)	-5473231	-1139827
XII	Profit/(Loss) from discontinued operations	0	0
XIII	Tax Expenses of discontinued operations	0	0
XIV	Profit/(Loss) from discontinued operations (after tax) (XII - XIII)	0	0
XV	Profit/(Loss) for the year (XI + XIV)	-5473231	-1139827
XVI	Earnings per equity share :		
	(a) Basic	-0.017	-0.003
	(b) Diluted	0	0

* Details of Revenue from Operations

(Formerly SHRI SHAKTI LPG LTD.)

- a) In respect of a company other than a finance company, revenue from Operations shall be disclosed as under:

(Rupees)			
Sl. No.	Particulars	Figures for the current reporting period 31.3.2015	Figures for the previous reporting period 31.3.2014
I	Sale of products manufactured	0	0
II	Sale of goods traded	0	0
III	Revenue from services provided	0	0
IV	Other Operational Revenue	0	0

- b) In respect of a finance company, revenue from operations shall be disclosed as under:

(a) Revenue from interest; and	NA	NA
(b) Revenue from Other financial services	NA	NA

For VENUGOPAL & CHENOY,
Chartered Accountants,

Sd/-

(CA P.V.SRI HARI)
Partner
Membership No.021961

For and on behalf of the Board,

Sd/-

(D.V.MANOHAR)
Chairman & Managing Director

Sd/-

(CS A.Ramesh)
Company Secretary

Sd/-

(B.K.SINHA)
Director

Place : Hyderabad

Date : 29.05.15

NOTES TO THE ABRIDGED BALANCE SHEET AND THE ABRIDGED PROFIT AND LOSS ACCOUNT

1. Details of cash and cash equivalents shall be disclosed as follows :
- (a) Balances with banks : ₹ 436,476
 (b) Cheques, drafts on hand : Nil
 (c) Cash in hand : ₹ 12,732
 (d) Others(specify nature) : Nil
2. In terms of Accounting Standard (AS)3, Cash Flow Statement, wherever required and notified, the following abridged Cash Flow Statement shall be included :

Abridged Cash Flow Statement

Sl. No.	Particulars	Figures for the current reporting period 31.3.2015 (₹)	Figures for the previous reporting period 31.3.2014 (₹)
1	Cash flows from Operating activities	-1,92,28,062	-3,00,13,820
2	Cash flows from Investing activities	88,73,631	81,54,791
3	Cash flows from Financing activities	-1,89,23,430	-1,67,86,482
4	Net increase/(decrease) in cash and cash equivalents	-1,00,49,799	-86,31,691
5	Cash and cash equivalents at the beginning of period	1,04,99,007	1,91,30,698
6	Cash and cash equivalents at the end of period	4,49,208	1,04,99,007

For VENUGOPAL & CHENOY,
Chartered Accountants,

Sd/-

(CA P.V.SRI HARI)
Partner
Membership No.021961

Sd/-

(CS A.Ramesh)
Company Secretary

For and on behalf of the Board,

Sd/-

(D.V.MANOHAR)
Chairman & Managing Director

Sd/-

(B.K.SINHA)
Director

Place : Hyderabad
Date : 29.05.15

(Formerly SHRI SHAKTI LPG LTD.)

INDEPENDENT AUDITORS' REPORT ON ABRIDGED FINANCIAL STATEMENTS

To the Members of
M/s. Shri Matre Power and Infrastructure Ltd.

The accompanying abridged financial statements, which comprise the abridged Balance sheet as at 31 March 2015, the abridged statement of Profit and Loss, and abridged cash flow statement for the year then ended, and related notes, are derived from the audited financial statements of M/s. Shri Matre Power and Infrastructure Ltd. ('the Company') for the year ended 31 March 2015. We expressed an unmodified audit opinion on those financial statements in our report dated 29 May 2015.

The abridged financial statements do not contain all the disclosures required by the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") applied in the preparation of the audited financial statements of the Company. Reading the abridged financial statements, therefore, is not a substitute for reading the audited financial statements of the Company.

Management's responsibility for the abridged financial statements

Management is responsible for the preparation of a summary of the audited financial statements in accordance with Rule 7A of the Companies (Central Government's) General Rules and Forms, 1956 read with Companies (Central Government's) General Rules and Forms (Amendment) Rules, 2012 and are based on the audited financial statements for the year ended 31 March 2015, prepared in accordance with Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956 ("the Act") and accounting principles generally accepted in India.

Auditor's responsibility

Our responsibility is to express an opinion on the abridged financial statements based on our procedures, which were conducted in accordance with Standard on Auditing (SA) 810, "Engagements to Report on Summary Financial Statements" issued by the Institute of Chartered Accountants of India.

Opinion

In our opinion, the abridged financial statements, prepared in accordance with Rule 7A of the Companies (Central Government's) General Rules and Forms, 1956 read with Companies (Central Government's) General Rules and Forms (Amendment) Rules, 2012 are derived from the audited financial statements of the Company for the year ended 31 March 2015 and are a fair summary of those financial statements.

For VENUGOPAL & CHENOY
CHARTERED ACCOUNTANTS

Sd/-
(P.V.SRI HARI)
Partner
M.No.021961

Place: Hyderabad
Date : 29.05.2015

(Formerly SHRI SHAKTI LPG LTD.) ATTENDANCE SLIP

22nd Annual General Meeting
SHRI MATRE POWER & INFRASTRUCTURE LTD
 CIN L40102TG1993PLC015988

Registered Office : Venus Plaza, Adjacent to Airport, Begumpet, Hyderabad - 500 016
 Ph : 040-27902929 / Fax : 040-27908989 ; Email : info@shrishakti.com Website: http://www.shrishakti.com//

Date	Venue	Time
28th September, 2015	Hari Hara Kala Bhavan, S.P. Road, Secunderabad	10:30 A.M

Name of the Shareholder	Folio/DP & Client ID No.	No.of shares

I Certify that I am a registered shareholder of the Company, holding above mentioned shares in the Company, and hereby record my presence at the 22nd Annual General Meeting of the Company.

Member's/Proxy Signature

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

22nd Annual General Meeting
SHRI MATRE POWER & INFRASTRUCTURE LTD
 (Formerly SHRI SHAKTI LPG LTD.)
 CIN L40102TG1993PLC015988

Registered Office : Venus Plaza, Adjacent to Airport, Begumpet, Hyderabad - 500 016
 Phone : 040-27902929 / Fax : 040-27908989 ; Email : info@shrishakti.com ; Website: http://www.shrishakti.com//

Form No. MGT-11

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

Name of the Member (s)

Email id :

Registered Address

Folio No/Client id

DP ID*

I/We being the Member (s) of _____ shares of M/s SHRI MATRE POWER & INFRASTRUCTURE Ltd, hereby appoint :

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

and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on Monday, 28th September 2015 at 10.30 A.M. at Hari Hara Kala Bhavan, S.P. Road, Secunderabad and at any adjournment thereof in respect of such resolutions as are indicated below :

S.No	Resolutions	For	Against
	ORDINARY BUSINESS		
1.	To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March 2015 and Balance Sheet as at that date together with Directors' Report and Auditors' Report thereon - Ordinary Resolution		
2.	To ratify the appointment of Statutory Auditors-Ordinary Resolution		
	SPECIAL BUSINESS		
3.	To appoint Mr. R. Prabhakar Rao as Independent Director - Ordinary Resolution		
4.	To replace the relevant sections of The Companies Act 1956 in various Articles by corresponding Sections of Companies Act 2013 - Special Resolution		

Signed this.....day of.....2015

Signature of Shareholder

Signature of Proxy holder (s)

Note :

The Proxy need not be a member of the Company.

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