
(Formerly SHRI SHAKTI LPG LTD.)

BOARD OF DIRECTORS	Mr.D.V.Manohar Mr.B.K.Sinha Mr.R.Prabhakar Rao Dr.A.Balasetti Dr.Gorantla Govindaiah Mr.V.Subrahmanyam Mr.A.P.Vitthal Ms.Deekshita Dontamsetti	Chairman & Managing Director Independent Director Independent Director Director Independent Director Independent Director Independent Director Woman Director
COMPANY SECRETARY	Ms.T.Lalitha Devi	
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 (Telangana) Tel : 91-40-23545913/14/15 Fax : 91-40-23553214	
REGISTERED OFFICE	Venus Plaza, Adjacent to old Airport, Begumpet, S.P. Road, Hyderabad - 500016 (Telangana) 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 THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF SHRI MATRE POWER AND INFRASTRUCTURE LIMITED WILL BE HELD ON FRIDAY, THE 30TH SEPTEMBER 2016 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 financial statements of the Company for the year ended 31st March 2016 including Audited Balance Sheet as at 31st March 2016 and Statement of Profit and Loss Account for the year ended on that date and the reports of the Auditors' and Directors' thereon.
2. To appoint a Director in place of Ms. Deekshita Dontamsetti (DIN 06941753), Woman Director (Non-Independent), who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of M/s. Venugopal & Chenoy., Chartered Accountants, Hyderabad (Firm Regn. No. 0046715) as approved by Members at the Twenty First Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of Twenty Fourth Annual General Meeting, and remuneration to be fixed by Board based on the recommendation of the Audit Committee for the financial year ending 31st March 2017.

SPECIAL BUSINESS :

4. To appoint Dr.Gorantla Govindaiah as Director (Independent) of the Company.

To consider and if thought fit to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161(1) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act, as amended from time to time, and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Dr. Gorantla Govindaiah (DIN 00139453), who was appointed as Additional Director (Independent) on the Board during the year and who holds office upto this date of Annual General Meeting and in respect of whom the company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as a Director (Independent) of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years, with effect from 30th September 2016 upto 28th Annual General Meeting of the Company to be held in 2021."

5. To appoint Dr. A.Balasetti as Director of the Company (Non-Independent)

To consider and thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

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"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161(1) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. A. Balasetti (DIN 07361951), who was appointed as Additional Director (Non-Independent) on the Board during the year and who holds office upto this date of Annual General Meeting and in respect of whom the company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as a Director (Non-Independent) of the Company whose term of office shall be liable for determination by retirement of directors by rotation."

6. To appoint Mr.A.P.Vitthal as Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152, 161(1) 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 Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Abburu Panduranga Vitthal (DIN 00061080), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence 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, not liable to retire by rotation, to hold office for a term of five (5) consecutive years, with effect from 30th September 2016 upto 28th Annual General Meeting of the Company to be held in 2021.".

By Order of the Board

Sd/-

T.Lalitha Devi

Company Secretary

PLACE : HYDERABAD

DATE : 08-08-2016

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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 Proxy forms 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 of the company will remain closed on 30th September 2016 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.
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 31.03.2016 is being sent to all the members whose email IDs are registered with the Company/RTA/Depository Participants(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.

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13. Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the brief profile of the Director eligible for re-appointment vide item no. 2,4,5 and 6 is as follows :

Particulars	MS. DEEKSHITA DONTAMSETTI
DIN	06941753
Date of Birth	24-05-1989
Date of Appointment	07-08-2014
Qualifications	BS in Hotel Management from University of Nevada, Las Vegas and MS in Business Analytics from University of Denver USA
Experience in specific functional areas	Four years of work experience
Directorships held in other listed entities	NIL
Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholder's Relationship Committee)	NIL
Number of shares held in the company	157800
Relationship with any Director(s) of the Company	Yes

Particulars	DR. GORANTLA GOVINDAIAH
DIN	00139453
Date of Birth	08-11-1942
Date of Appointment	14-11-2015
Qualifications	MD
Experience in specific functional areas	Renowned Surgeon in USA
Directorships held in other listed entities	NIL
Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholder's Relationship Committee)	NIL
Number of shares held in the company	NIL
Relationship with any Director(s) of the Company	NIL

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Particulars	DR. A. BALASETTI
DIN	07361951
Date of Birth	11-01-1948
Date of Appointment	14-11-2015
Qualifications	MD
Experience in specific functional areas	Reputed Physician and CEO of a Hospital at USA
Directorships held in other listed entities	NIL
Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholder's Relationship Committee)	NIL
Number of shares held in the company	1,68,840 (JOINT HOLDER)
Relationship with any Director(s) of the Company	NIL

Particulars	MR. A.P. VITTHAL
DIN	00061080
Date of Birth	24-10-1949
Date of Appointment	28-08-2013
Qualifications	CA & CS
Experience in specific functional areas	A senior Chartered Accountant and Company Secretary and Independent Director on several leading Companies
Directorships held in other listed entities	Oil Country Tubular Ltd.
Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholder's Relationship Committee)	Yes
Number of shares held in the company	1500
Relationship with any Director(s) of the Company	NIL

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

Voting through electronic means

The instructions for Shareholders for e-voting are as under :

(a) In case of Shareholders' receiving e-mail from NSDL :

- (i) Open e-mail and open PDF file viz; "remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Shri Matre Power and Infrastructure Limited
- (viii) Now you are ready for e-Voting as Cast Vote page opens
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail akkfcs@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
- (xiii) The e-voting period will commence on 27th September 2016 at 10.00 a.m. and end on 29th September 2016 at 5:00 p.m. (both days inclusive). During this period members, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. Please note that once the vote on a resolution has been cast, members cannot change it subsequently.

(b) In case of Shareholders' receiving notice of Annual General Meeting Form by Post :

- (i) Initial password is provided as below/at the bottom of the address sticker.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

Other Instructions :

- (e) The company has appointed M/s Krishna Kumar and Associates represented by its proprietor CS A. Krishna Kumar, 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 atleast 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.
- (f) 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.

By Order of the Board

Sd/-

T.Lalitha Devi

Company Secretary

PLACE : HYDERABAD

DATE : 08-08-2016

**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 THIRD ANNUAL GENERAL MEETING OF THE COMPANY

Item No. 4 :

To comply with the provisions of Sections 149, 150, 152 and 161(1) and other applicable provisions of the Companies Act, 2013 and The Companies (Appointment & Qualification of Director) Rules, 2014, Dr. Gorantla Govindaiah (Independent) has been appointed as Additional Director (Independent) on the Board of the company at its meeting held on 14th November 2015 to hold the office upto this date of Annual General Meeting . The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013 from the member proposing his candidature for the office of the Director-Independent-for a period of 5 (five) years from 30th September 2016 upto 28th Annual General Meeting of the Company and that the position of Director is not liable to retire by rotation.

The Company has received the following from Dr. Gorantla Govindaiah :

- (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.
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section 6 of section 149 of the Act.

In the opinion of the Board, Dr. Gorantla Govindaiah, fulfill the conditions specified in the Act and the rules made there under and he is independent of the Management.

Your Directors recommend the resolution for your approval.

Except Dr. Gorantla Govindaiah, 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 resolution set out at Item No. 4.

Item No. 5:

To comply with the provisions of Sections 149, 152 and 161(1) and other applicable provisions of the Companies Act, 2013 and The Companies (Appointment & Qualification of Director) Rules, 2014,

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Dr. A. Balasetti has been appointed as Additional Director (Non-Independent) on the Board of the Company in its meeting held on 14th November 2015 to hold the office upto this date of Annual General Meeting. The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013 from the member proposing his candidature for the office of the Director of the Company and is liable to determination by retirement of directors by rotation.

The Company has received the following from Dr. A. Balasetti :

- (iv) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.
- (v) 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.

Your Directors recommend the resolution for your approval.

Except Dr. A. Balasetti, 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. 5.

Item No. 6

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Sri Abburu Panduranga Vitthal (DIN 00061080) as Independent Director in the Board meeting held in 28th August 2013, in compliance with the requirements of the clause.

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 their duly held meeting on 8th August 2016 recommended the appointment of Sri Abburu Panduranga Vitthal (DIN 00061080) as Independent Director for a period of 5 (five) years from 30th September 2016 upto 28th Annual General Meeting of the Company and that the position of Director is not liable to retire by rotation.

In compliance with the provisions of section 149 read with Schedule IV of the Act and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the appointment of Mr. A.P. Vitthal as Independent Director is now being placed before the Members for their approval.

The Company has received notice in writing under the provisions of Section 160 of the Act, from the member proposing the candidature of Sri A.P. Vitthal (DIN 00061080) for the office of Independent Director, and is not liable to determination by retirement of directors by rotation.

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The Company has received the following from Sri A.P. Vitthal :

- (vi) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.
- (vii) 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.
- (viii) A declaration to the effect that he meets the criteria of independence as provided in sub-section 6 of section 149 of the Act.

In the opinion of the Board, Sri A.P. Vitthal, fulfill the conditions specified in the Act and the rules made there under and he is 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 Sri A. P. Vitthal as Independent Director of the company.

Except Sri A.P. Vitthal, 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. 6

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

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, 2016

2. FINANCIAL PERFORMANCE

The Financial performance of the Company for the Financial Year 2015-16 is indicated below :

Particulars	2015-16 (₹)	2014-15 (₹)
Gross Income	0	2,91,61,640
Less : Expenditure excluding Interest, Depreciation & prior period and Extraordinary items	77,67,075	71,79,325
Profit / (Loss) before Interest, Depreciation & prior period and Extraordinary items	(77,67,075)	2,19,82,315
Interest	-	-
Profit / (Loss) before Depreciation	(77,67,075)	2,19,82,315
Depreciation	2,74,55,546	2,74,55,546
Profit / (Loss) before prior period and Extraordinary items	(3,52,22,621)	(54,73,231)
Net Profit / (Loss) before provision for Taxation	(3,52,22,621)	(54,73,231)
Net Profit / (Loss)	(3,52,22,621)	(54,73,231)

During the year, the company incurred cash loss of ₹ 77,67,075 (previous year cash profit of ₹ 2,19,82,315). After providing for depreciation amounting to ₹ 2,74,55,546 (previous year ₹ 2,74,55,546), the total loss for the year stood at ₹ 3,52,22,621 (previous year loss of ₹ 54,73,231).

Future Outlook :

Your company's proposed plan for diversification into solar power generation did not materialize due to continuous decline in the prices of solar power which made the project uncertain and un-remunerative. The size of Projects have gone up steeply involving large funds. It is also noted that gestation period to realize profits is substantial and may not be suitable to the Company as of now. After prolonged and vigorous efforts through a bidding process, we could find a buyer for the old LPG machinery at Kakinada which is not being utilized at all for more than 20 year and the machinery is badly rusted & in a scrapped condition.

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We are also in a serious dialogue with a buyer for our land at Kakinada & we expect the deal to be finalized soon.

With the funds so mobilized, we would be better equipped to take up the diversification proposals. For a quick turn around your company is exploring possibility of taking over a running company preferably in the field of hospitality and tourism which is experiencing good growth. In this direction Company will seek approval of shareholders for amending Objective Clause in Memorandum of Association of the Company and also Change in the Name to reflect wider activities the Company may pursue.

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

	(₹) 31.03.2016	(₹) 31.03.2015
Sources of Funds		
Share Holders Funds	30,82,29,305	34,34,51,926
Non-Current Liabilities	21,58,467	21,58,467
Current Liabilities	8,23,56,239	5,59,43,408
Total	<u>39,27,44,011</u>	<u>40,15,53,801</u>
Application of Funds		
Non-Current Assets	15,54,65,137	18,29,20,683
Long Term Loans and Advances	35,65,051	35,65,051
Other Non-Current Assets	17,34,55,089	15,44,86,934
Current Assets	6,02,58,734	6,05,81,133
Total	<u>39,27,44,011</u>	<u>40,15,53,801</u>

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 31.03.2016.

6. DEPOSITS

Your Company has not accepted any Deposits during the year.

7. DIRECTORS

In accordance with the provisions of the Companies Act, 2013, Ms. D. Deekshita (DIN 06941753), Woman Director (Non-Independent) retires from office by rotation, and being eligible, offers herself for reappointment at the ensuing Annual General Meeting of the Company :

The following Directors are appointed during the year.

1. Dr. Gorantla Govindaiah - Director (Independent)
2. Dr. A. Balasetti - Director (Non-Independent) -liable to retire by rotation
3. Sri A.P. Vitthal - Director (Independent) - who was appointed under Companies Act, 1956 (as amended) is to be appointed as Independent Director under the provisions of Companies Act, 2013.

The Board recommended appointment / re-appointment of all the four Directors by the members at the ensuing Annual General Meeting.

8. 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 29th May, 2015, 13th August, 2015, 1st September, 2015, 14th November, 2015 and 2nd February, 2016.

9. 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 Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

10. 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, is adopted by the Board. We affirm that the remuneration paid to the Directors is as per the terms laid out in nomination and remuneration policy of the Company.

11. AUDITORS

a) The Statutory Auditors :

The Statutory Auditors M/s. Venugopal & Chenoy, Chartered Accountants, Hyderabad (Firm

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Regn. No. 0046715) were appointed by the Members at the 21st Annual General Meeting to hold office for a term of three years subject to the ratification by members at every Annual General Meeting until the conclusion of the 24th Annual General Meeting. The Members are requested to ratify the appointment of M/s. Venugopal & cheno, Chartered Accountants as Auditors for the FY 2016-2017 on such remuneration as determined by the Board of Directors.

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.

12. 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.

13. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

14. 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 and reviewing and approving risk related disclosures.

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

15. 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.

16. CORPORATE GOVERNANCE

A brief report on Corporate Governance in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, is annexed.

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17. DEMATERIALISATION OF SHARES

Around 42% of the paid up Equity Share Capital of the Company was dematerialized as on 31st March 2016 and balance Paid Up Equity Share Capital is in physical form. The Company's Registrars are XL Softech Systems Ltd., 3, Sagar Society, Banjara Hills, Hyderabad.

18. 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 2015-16	Remuneration 2014-15	Increase in Remuneration	Ratio / times of Median of Employee Remuneration
1.	Sri.D.V.Manohar	Chairman & Managing Director	13.32	13.32	Nil	Nil (As there was No increase)

Sl. No	Name of the Key Managerial Personnel	Designation	Remuneration 2015-16	Remuneration 2014-15	Increase in Remuneration	Ratio / times of Median of Employee Remuneration
1.	Sri.A.Ramesh	Company Secretary	2.4	Nil	Nil	Nil
2.	Ms.T.Lalitha Devi	Company Secretary	1.5	4.2	Nil	Nil
3.	Sri.V.Padmanabham	Chief Financial Officer	4.6	4.2	Nil	Nil

19. LISTING WITH STOCK EXCHANGE

The Company made application for Delisting of Securities of the Company with NSE where there was no trading for the last seven years.

The Company's securities continue to be listed at the Bombay Stock Exchange and the new Listing Agreement as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been entered with the Bombay Stock Exchange. The issue with BSE regarding lifting of suspension on trading of our shares is still pending. The revocation process is going on & we expect the suspension to be lifted shortly.

20. 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, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the profit or loss of your Company for the year under review;
- (iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the Provisions of the Companies Act, 2013 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities.
- (iv) that the Directors have prepared the accounts for the financial year ended 31st March, 2016 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.

21. EXTRACT OF ANNUAL RETURN

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

22. 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.

(Formerly SHRI SHAKTI LPG LTD.)

23. 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 : 08.08.2016

MANAGEMENT DISCUSSION AND ANALYSIS

Shri Matre Power And Infrastructure Limited (SMPIL) formerly known as Shri Shakti LPG Ltd (SSLPG) was engaged in business of LPG marketing.

INDUSTRY STRUCTURE AND DEVELOPMENTS

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

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

The Company is now in the process of identifying suitable diversification activities including solar energy, hospitality and tourism industry.

OPPORTUNITIES AND THREATS

Your company has succeeded in implementing the 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) Met OTS commitments and has become DEBT FREE.
- c) All efforts are being made for realization of amounts on unused assets which will be the seed capital for future Diversified businesses.

OUTLOOK

An area of diversification of Shri Matre Power & Infrastructure Limited (SMPIL) is Solar Energy and accordingly 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.

(Formerly SHRI SHAKTI LPG LTD.)

The scenario of Solar Energy has drastically changed involving large out lay projects.

The Board decided that Hospitality and Tourism industry is one area with considerable potential particularly in the States of AP and Telangana. The Board accordingly decided that Company should explore possibility of acquiring /merging any other Company which is in Hospitality/Tourism business so that operations can be commenced within a short time. Keeping this in view it is proposed to broad base the Objective Clause in Memorandum of Association of Company and also change the name suitably to reflect new objectives.

Your Directors are optimistic that your Company would succeed in the above and commence operations in diversified activities during the year 2016-17.

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.

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 loss of Rs 77,67,075/- (previous year cash profit of Rs. 2,19,82,315). After providing for depreciation amounting to Rs. 2,74,55,546/- (previous year Rs. 2,74,55,546), the total Loss for the year stood at Rs. 3,52,22,621/- (previous year Loss of Rs. 54,73,231).

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 2015-16.

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.

FORM NO.MGT 9
EXTRACT OF ANNUAL RETURN
as at Financial Year ended 31st March, 2016

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 INFRASTRUCTURE 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 2015)				No. of shares held at the end of the year (as on 31st March 2016)				% 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	4162590	10789680	7.03	0.44
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	556500	4183050	2.72	-1.11
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	3073733	618000	3692633	2.41	2980304	618000	3598304	2.34	-2.55
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	15159496	9854904	25014400	16.29	15190825	9847704	25038529	16.31	0.1
ii) Individual shareholders holding nominal share capital excess Rs.1 lakh	21667335	16960596	38627931	25.16	23141295	15621936	38763231	25.25	0.35
c) Othes (specify) NRI	9380838	24136563	33517401	21.83	9315738	24136563	33452301	21.79	-0.19
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members	900	0	900	0	900	0	900	0	NO CHANGE
Trusts									
Foreign Bodies - DR									
Sub Total(B) (2)	49282302	51570063	100852365	65.69	50628162	50224203	100852365	65.69	0.94
Total Public Shareholding									
(B)=(B)(1)+(B) (2)	49870902	51719163	101601465	66.17	51228162	50373303	101601465	66.17	NO CHANGE
C. Shares hold by Custodian for GDRs & ADRs									
Grant Total (A+B+C)	63082947	90452853	153535800	100	64428807	89106993	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			% of change during 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	No Change
2	Nri Prosperity Limited	9604500	6.25600	0	9604500	6.25600	0	No Change
3	Shri Shakti Cylinders Pvt Ltd	9179100	5.97800	0	9179100	5.97800	0	No Change
4	D V Manohar	6290190	4.09700	0	6290190	4.09700	0	No Change
5	Shri Shakti Resorts &Hotels Ltd.	3300000	2.14900	0	3300000	2.14900	0	No Change
6	Shri Shakti Cylinders Pvt Ltd	2947005	1.91900	0	2947005	1.91900	0	No Change
7	Bharat H Barai	1407450	0.91700	0	1407450	0.91700	0	No Change
8	D Dharmin	1391700	0.90600	0	1391700	0.90600	0	No Change
9	D T Veni	753300	0.49100	0	753300	0.49100	0	No Change
10	Vijaya Aroor Kinni	655830	0.42700	0	655830	0.42700	0	No Change
11	Kirti Precision Works P Ltd	630000	0.41000	0	630000	0.41000	0	No Change
12	B Vikram Reddy	556500	0.36200	0	556500	0.36200	0	No Change
13	Jayant Haridas Barai	524910	0.34200	0	524910	0.34200	0	No Change
14	Jeeves Kundapur	522360	0.34000	0	522360	0.34000	0	No Change
15	Ranjan Jayant Sanghvi	468000	0.30500	0	468000	0.30500	0	No Change
16	D V Satya Kumar	401100	0.26100	0	401100	0.26100	0	No Change
17	Sujata Dontamsetti	336900	0.21900	0	336900	0.21900	0	No Change
18	D Appa Rao	305400	0.19900	0	305400	0.19900	0	No Change
19	D V Rajasekhar	266100	0.17300	0	266100	0.17300	0	No Change
20	Satya Pinjala	210000	0.13700	0	210000	0.13700	0	No Change
21	Shakti Schools Pvt Ltd	180000	0.11700	0	180000	0.11700	0	No Change
22	Deekshita Dontamsetti	157800	0.10300	0	157800	0.10300	0	No Change
23	D V Prabhu Kumar	117600	0.07700	0	117600	0.07700	0	No Change
24	D Thriveni	94200	0.06100	0	94200	0.06100	0	No Change
25	Ratna Reddy	60300	0.03900	0	60300	0.03900	0	No Change
26	Kamala Kumar	60300	0.03900	0	60300	0.03900	0	No Change
27	D V Manohar	0	0.00000	0	46890	0.03100	0	0.031
28	Neelu Sruti	46800	0.03000	0	46800	0.03000	0	No Change
29	Vasantha Raja Sural	46800	0.03000	0	46800	0.03000	0	No Change
30	Pinjala Ramakrishna	42000	0.02700	0	42000	0.02700	0	No Change
31	Ravi Pinjala	41700	0.02700	0	41700	0.02700	0	No Change
32	Abhiteja Dontamsetti	39900	0.02600	0	39900	0.02600	0	No Change
33	Trinadh Dontamsetti	36900	0.02400	0	36900	0.02400	0	No Change
34	Rekha Rajasekhar	23400	0.01500	0	23400	0.01500	0	No Change
35	Nikhila Pinjala	23400	0.01500	0	23400	0.01500	0	No Change
36	Ranjeet	21900	0.01400	0	21900	0.01400	0	No Change
37	Ranjan	21900	0.01400	0	21900	0.01400	0	No Change
38	Kishorchandra Tulsidas Maniar	1200	0.00100	0	1200	0.00100	0	No Change
	Total	51934335	33.83	0	51934335	33.83	0	No Change

(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)	0	0	46890	0.03
	At the end of the year	0	0	46890	0.03

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)	13125969	8.64	14598429	9.51
	At the end of the year	13125969	8.64	14598429	9.51

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)	6447990	4.2	6494880	4.231
	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	0.50	0.11	0.42		1.46
2	Other Non-Executive Directors Fee for attending board committee meeting					0.30	0.30
	Total	0.43	0.50	0.11	0.42	0.30	1.76

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

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	4.6	8.8
	(b) Value of perquisites u/s (17(2) I.T.Act 1961	0	0	0
	Total	4.2	4.6	8.8

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:

For and on behalf of the Board of Directors

Sd/-

D. V. MANOHAR

Chairman & Managing Director

Place : Hyderabad

Date : 08.08.2016

(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, 2016

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 and related documents) 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, 2016, 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
 - 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: 3rd August, 2016

This report is to be read with our letter of even date which is annexed as Annexure - III and forms an integral part of this report.

KRISHNA KUMAR & ASSOCIATES

ANNEXURE - II to the Secretarial Audit Report dated 03-08-2016

Registered office of the Company:

To

M/s. Shri Matre Power & Infrastructure Limited
CIN: L40102TG1993PLC015988
Hyderabad.

Dear Sirs,

**SL. NO. APPLICABLE LAWS, ACT, REGULATIONS AS PER THE INFORMATION
PROVIDED BY THE COMPANY UNDER MAJOR HEAD/GROUP.**

- 1 The Companies Act, 2013
- 2 Foreign Exchange Management Act,1999
- 3 The Securities Contracts (Regulation) Act, 1956
- 4 The Depositories Act, 1996
- 5 The Payment of Wages Act, 1936
- 6 The Minimum Wages Act, 1948
- 7 The Employees Compensation Act, 1923
- 8 The Employees Provident Fund and Miscellaneous Provisions Act, 1952
- 9 The Payment of Bonus Act, 1965
- 10 The payment of Gratuity Act,1972
- 11 Equal Remuneration Act, 1976
- 12 The Environment Protection Act, 1986
- 13 Labour Laws and allied laws both State and Central Labour Departments
- 14 The ESI Act
- 15 Industry related Specific Acts/ Laws
 1. The Electricity Act, 2000
 2. National Tariff Policy
 3. Essential Commodities Act, 1955
 4. Explosives Act, 1884

For KRISHNA KUMAR & ASSOCIATES,
Company Secretaries,

A.KRISHNA KUMAR

Proprietor

FCS: 5356

COP: 4707

Place : Hyderabad

Dated: 03rd August, 2016

(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

Annexure - III**(to the Secretarial Report of M/s. Shri Matre Power & Infrastructure Limited for the FY 2015-16)**

To

M/s. Shri Matre Power & Infrastructure Limited

CIN: L40102TG1993PLC015988

Hyderabad.

Dear Sirs,

Sub: Annexure - II to the Secretarial Audit Report to your Company for the FY 2014-15.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where-ever required, we have obtained the Management oral representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For KRISHNA KUMAR & ASSOCIATES,

Company Secretaries,

A. KRISHNA KUMAR

FCS : 5356

CP : 4707

Dated : 03rd August, 2016

(Formerly SHRI SHAKTI LPG LTD.)

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 8 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 Independent and Non-Independent Directors. The Independent 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 Five (5) Independent Directors and Three (3) Executive/Promoter/Non-Independent 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 Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

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. 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	3	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

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Mr. A.P. Vitthal	Independent and Non-Executive Director	Director	5	5		Yes
Ms. Deekshitha Dontamsetti	Woman Director	Director	5	1	-	Yes

(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 29th May 2015, 13th August 2015, 1st September 2015, 14th November, 2015 and 2nd February 2016.

(ii) Directors seeking appointment / Re-appointment :

As per the provisions of sections 149, 150, 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 Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Dr.Gorantla Govindaiah (DIN 00139453) and Sri Abburu Panduranga Vitthal (DIN 0061080) is proposed to be appointed as Independent Directors for a term of 5 years at this Annual General Meeting. Dr. A. Balasetti (DIN 07361951) proposed to be appointed as Non-Independent Director and is liable to determination by retirement of directors by rotation.

Further Ms. Deekshita Dontamsetti (DIN 06941753), Woman Director who is liable to retire by rotation seeks reappointment as a rotational director.

The Board of Directors at their duly held meeting on 8th August 2016 recommended the appointment / re-appointment of the following Directors :

1. Dr.Gorantla Govindaiah and Sri A.P. Vitthal as Independent Directors for a term of 5 years from 30th September 2016 up to 28th Annual General Meeting.
2. Dr. A. Balasetti as Non-Independent Director and is liable to determination by retirement of directors by rotation.
3. Ms. Deekshita Dontamsetti retires by rotation at this Annual General Meeting & the Board recommended her reappointment on rotational basis.

The Board recommends appointment/re-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.

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

None of the Independent and Non-Executive Directors hold any Shares in the Company except Sri A.P. Vitthal which is less than 2% of the total voting power of 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 as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The functions of the Audit Committee include;

- Reviewing the adequacy of internal control systems and the Internal Audit Reports, and their compliance thereof.
- 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 3 meetings, Mr. V. Subrahmanyam has attended 3 meetings, Mr. A.P. Vitthal has attended 4 meetings and Mr. D V Manohar has attended 4 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 who is appointed for 5 years w.e.f 25th July 2014.

The remuneration committee reconstituted and at present 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)

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, subject to the approval of the Members of the Company in the General Meeting. The Managing Director is paid a remuneration of ₹ 11,52,000/- and perquisites 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.

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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
28.09.2015	Hari Hara Kala Bhavan, Secunderabad	10.30 a.m.	1	58	6
29.09.2014	Hari Hara Kala Bhavan, Secunderabad	10.30 a.m.	1	51	0
27.09.2013	Hari Hara Kala Bhavan, Secunderabad	10.30 a.m.	-	91	5

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 133 of the Companies Act, 2013

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

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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 23rd Annual General Meeting of the Company will be held on 30th September, 2016 at Hari Hara Kala Bhavan, S.P. Road, Secunderabad - 500 003.

(b) Financial results were approved as follows :

Un-audited

- First Quarter - August, 2015
- Second Quarter - November, 2015
- Third Quarter - February, 2016

Audited

- Fourth Quarter - May, 2016

(c) Book closure on 30th September, 2016

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 Company's shares at Rs 2/- each are being listed with Bombay Stock Exchange,
- c) The company has been complying with all statutory requirements.
- d) The new Listing Agreement as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been entered with the Bombay Stock Exchange. The issue with BSE regarding lifting of suspension on trading of our shares is still pending. The revocation process is going on & we expect the suspension to be lifted shortly.
- e) The Shares of the company have also been listed at National Stock Exchange. Since the BSE has suspended the trading NSE also has suspended stating that once BSE revokes NSE will also revoke. However, even after repeated requests and complying with all the requirements NSE has neither responded nor revoked the suspension. Hence, it is proposed to voluntarily delist our securities at National Stock Exchange.

ii) Depository for Equity Shares : NSDL and CDSL.

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ISIN for the Company's Equity Shares : INE 293 B 01011
 STOCK CODE : BSE : 531322
 NSE : SHAKTIGAS

k) MARKET PRICE DATA : From 01.04.2015 to 31.03.2016

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

l) 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

m) SHARE TRANSFER SYSTEM

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

n) DISTRIBUTION OF SHAREHOLDING

From	Range	To	No. of Shareholders	
			No.	%
Upto	5000		1407	10.49
5001	-	10000	1465	10.92
10001	-	20000	5079	37.87
20001	-	30000	2848	21.23
30001	-	40000	270	2.01
40001	-	50000	293	2.18
50001	-	100000	982	7.32
100001	&	Above	1069	7.97

o) OUTSTANDING GDRs/ADRs etc.

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

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p) 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//>

q) 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 2015-16

for and on behalf of the Board of Directors

Place : Hyderabad

Date : 08.08.2016

Sd/-

D. V. Manohar

Chairman & Managing Director

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 : 08.08.2016

**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, 2016.

Sd/-

D.V.Manohar

Chairman & Managing Director

Place : Hyderabad

Date : 08.08.2016

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

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 31.03.2016, as stipulated in Clause 49 of the Listing Agreement of the Company with Stock Exchanges for the period from 1st April to 30th November 2015 and as per the relevant provisions of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, for the period from 1st December 2015 to 31st March 2016.

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 & CHENYOY
CHARTERED ACCOUNTANTS**

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

Place: Hyderabad
Date : 08.08.2016

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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	12,530
Rate	₹ /KWH	8.40
Total	₹	3,69,168/-

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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 : 08.08.2016

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, 2016 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.

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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, 2016 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, 2016, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164(2) of the Act, 1956 ; and

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- 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 : 30.05.2016

**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, 2016, 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.
 - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii)
 - 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, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantees and securities.
- (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

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tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

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 2016 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	Period to which the Amount relates	Forum where Dispute is pending	Amount ₹ in Lakhs
EXCISE DEPARTMENT				
1.	Customs Duty	2010-2011	CEGAT	352.77

- (viii) The Company has not defaulted in the repayment of dues to a financial institution or banks during the year.
- (ix) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of public issue. Accordingly, paragraph 3(ix) of the Order is not applicable.
- (x) To the best of our knowledge and belief and according to the information and explanations given to us, we report that no fraud by the company or by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us, and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. According, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(Formerly SHRI SHAKTI LPG LTD.)

- (xiv) Not According to the information and explanations given to us and based on our examination of the records of the Company, the Company has made any preferential allotment or private placement of equity shares or partly or fully paid debentures during the year. Accordingly, paragraph 3 (xiv) of the Order is not applicable.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934.

**For VENUGOPAL & CHENOY
CHARTERED ACCOUNTANTS**

Sd/-

(P. V. SRI HARI)

Partner

M.No.021961

Place : Hyderabad
Date : 30.05.2016

(Formerly SHRI SHAKTI LPG LTD.)

STATEMENT OF ASSETS AND LIABILITIES OF SHRI MATRE POWER & INFRASTRUCTURE LIMITED

	Note No.	Figures at the end of March 31, 2016 ₹	Figures at the end of March 31, 2015 ₹
I EQUITY & LIABILITIES			
1. Share Holders Funds			
a. Share Capital	2.1	307,071,600	307,071,600
b. Reserves & Surplus	2.2	1,157,705	36,380,326
2 Non-Current Liabilities			
a. Long Term Borrowings	2.3	2,158,467	2,158,467
3. Current Liabilities			
a. Trade Payables	2.4	67,344,034	44,844,034
b. Other Current Liabilities	2.5	15,012,205	11,099,374
Total		392,744,011	401,553,801
II ASSETS			
1. Non-Current Assets :			
a. Fixed Assets :			
Tangible Assets	2.6	155,465,137	182,920,683
b. Long-Term Loans and Advances	2.7	3,565,051	3,565,051
c. Other Non-Current Assets	2.8	173,455,089	154,486,934
2. Current Assets :			
a. Inventories	2.9	56,454,543	56,454,543
b. Trade Receivables	2.10	2,745,487	2,745,487
c. Cash and Cash Equivalents	2.11	150,675	449,208
d. Short Term Loans and Advances	2.12	908,029	931,895
Total		392,744,011	401,553,801
Significant Accounting Policies and Notes to Accounts	2.17		

Our Report Attached

For VENUGOPAL & CHENYOY,
Chartered Accountants,Sd/-
(CA P.V.SRI HARI)
Partner
Membership No.21961Sd/-
(CS T.Lalitha Devi)
Company Secretary

For and on behalf of the Board,

Sd/-
(D.V.MANO HAR)
Chairman & Managing DirectorSd/-
(B.K.SINHA)
Director

Place : Hyderabad

Date : 30.05.2016

(Formerly SHRI SHAKTI LPG LTD.)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016

	Note No.	Figures at the end of March 31, 2016 ₹	Figures at the end of March 31, 2015 ₹
REVENUE :			
Revenue from Operations	2.13	0	0
Other Income	2.14	0	794,640
Profit on sale of Asset		0	0
Amounts written back		0	28,367,000
Total Revenue		0	29,161,640
EXPENSES :			
Employee Benefit Expenses	2.15	3,106,819	2,638,542
Administrative & Other Expenses	2.16	4,660,256	4,540,783
Depreciation	2.6	27,455,546	27,455,546
Total Expenses		35,222,621	34,634,971
Loss for the year		-35,222,621	-5,473,231
Add : Balance brought forward from previous year		-31,500,364	-25,380,986
Balance Carried to Balance Sheet		-66,722,985	-30,854,217
Significant Accounting Policies and Notes to Accounts	2.17		

Our Report Attached

For VENUGOPAL & CHENOY,
Chartered Accountants,Sd/-
(CA P.V.SRI HARI)
Partner
Membership No.21961Sd/-
(CS T.Lalitha Devi)
Company Secretary

For and on behalf of the Board,

Sd/-
(D.V.MANOHAR)
Chairman & Managing DirectorSd/-
(B.K.SINHA)
DirectorPlace : Hyderabad
Date : 30.05.2016

(Formerly SHRI SHAKTI LPG LTD.)

	Figures at the end of March 31, 2016 ₹	Figures at the end of March 31, 2015 ₹
NOTE - 2.1 : SHARE CAPITAL		
Authorised Capital :		
30,00,00,000 Equity Shares of ₹ 2/- each	600,000,000	600,000,000
Total	<u><u>600,000,000</u></u>	<u><u>600,000,000</u></u>
Issued and Subscribed Capital		
16,03,57,200 Equity Shares of ₹ 2/- each	320,714,400	320,714,400
Total	<u><u>320,714,400</u></u>	<u><u>320,714,400</u></u>
Paid up Capital :		
15,35,35,800 Equity Shares of ₹ 2/- each fully paid	307,071,600	307,071,600
Total	<u><u>307,071,600</u></u>	<u><u>307,071,600</u></u>

Additional Notes :

1. No New Shares were issued during the year.
2. The details of shares in the company held by each shareholder holding more than 5% of total Shares.

Name of the Shareholder	As at 31 st March 2016		As at 31 st March 2015	
	% of Shareholding	No.of Shares	% of Shareholding	No.of Shares
1. NRI Prosperity Limited	13.499	20,725,500	13.499	20,725,500
2. Shri Shakti Cylinders Pvt. Ltd.	7.299	11,207,505	7.299	11,207,505

(Formerly SHRI SHAKTI LPG LTD.)

NOTE 2.2 : RESERVES & SURPLUS

	Figures at the end of March 31, 2016 ₹	Figures at the end of March 31, 2015 ₹
A .Capital Reserve		
As per Last Balance Sheet	2,000,000	2,000,000
Add : Profit on forfeiture of Shares	10,232,100	10,232,100
B Revaluation Reserve		
As per last year Balance Sheet	33,167,960	33,167,960
C. General Reserve		
Opening Balance	22,480,630	22,480,630
D : Profit & Loss Account as per annexure (B)	-66,722,985	-30,854,217
Add : Depreciation pertaining to earlier years	0	646,147
Total	<u><u>-66,722,985</u></u>	<u><u>-31,500,364</u></u>
Total	<u><u>1,157,705</u></u>	<u><u>36,380,326</u></u>

NOTE 2.3 : LONG TERM BORROWINGS

	Figures at the end of March 31, 2016 ₹	Figures at the end of March 31, 2015 ₹
Security Deposit From Dealers	2,158,467	2,158,467
Total	<u><u>2,158,467</u></u>	<u><u>2,158,467</u></u>
Additional Notes :		
Unsecured	2,158,467	2,158,467

	Figures at the end of March 31, 2016 ₹	Figures at the end of March 31, 2015 ₹
NOTE - 2.4 : TRADE PAYABLES		
Outstanding dues of Micro and Small Enterprises	0	0
Other than Micro and Small Enterprises	67,344,034	44,844,034
Total	67,344,034	44,844,034

Disclosure relating to Micro and Small Enterprises:

i) (a) The principal amount remaining unpaid to the supplier as at the end of the year	NIL	NIL
(b) The interest due on the above amount, remaining unpaid to the supplier as at the end of the year	NIL	NIL
ii) the amount of interest paid in terms of Section 16, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	NIL	NIL
iii) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the day during the year but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	NIL	NIL
(iv) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	NIL	NIL
(v) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of Micro, Small and Medium Enterprises Development Act, 2006.	NIL	NIL

NOTE - 2.5 : OTHER CURRENT LIABILITIES

Other Payables	15,012,205	11,099,374
Total	15,012,205	11,099,374

(Formerly SHRI SHAKTI LPG LTD.)

NOTE 2.6 - FIXED ASSETS

(₹)

DESCRIPTION OF ASSET	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	DEP AS AT % 01.04.2015	ADDITIONS 31.03.2016	DELETIONS/ ADJUSTMENTS 31.03.2016	AS AT 31.03.2016	FOR THE PERIOD 01.04.2015	DELETIONS/ ADJUSTMENTS 31.03.2016	UPTO 31.03.2016	AS AT 31.03.2016	AS AT 31.03.2015	
LAND/DEVELOPMENT	0.0000	47,100,780	0	47,100,780	0	0	0	47,100,780	47,100,780	
BUILDINGS-FACTORY	0.0334	17,491,230	0	17,491,230	584,207	0	12,615,029	4,876,201	5,460,408	
BUILDINGS-OTHERS	0.0163	22,169,968	0	22,169,968	361,370	0	7,379,416	14,790,552	15,151,923	
PLANT&MACHINERY	0.0475	558,104,596	0	558,104,596	442,897,023	0	469,406,991	88,697,605	115,207,573	
VEHICLES	0.0950	1,445,669	0	1,445,669	0	0	1,445,669	0	0	
OFFICE EQUIPMENTS	0.0475	1,913,925	0	1,913,925	0	0	1,913,925	0	0	
COMPUTERS	0.1621	3,770,925	0	3,770,925	0	0	3,770,925	0	0	
OTHER EQUIPMENTS	0.0475	243,159	0	243,159	0	0	243,159	0	0	
MISCELLANEOUS ASSETS	0.0475	3,087,173	0	3,087,173	0	0	3,087,173	0	0	
CYLINDERS	0.1621	355,382,579	0	355,382,579	0	0	355,382,579	0	0	
REGULATORS	0.1621	72,932,780	0	72,932,780	0	0	72,932,780	0	0	
FURNITURE & FIXTURES	0.0633	6,369,055	0	6,369,055	0	0	6,369,055	0	0	
TECHNICAL KNOW-HOW	0.1000	10,172,824	0	10,172,824	0	0	10,172,824	0	0	
TOTAL		1,100,184,663	0	1,100,184,663	917,263,980	27,455,546	0	944,719,526	155,465,137	182,920,683
PREVIOUS YEAR		1,100,184,663	0	1,100,184,663	889,162,287	27,455,546	0	916,617,833	182,920,683	211,022,376

(Formerly SHRI SHAKTI LPG LTD.)

	Figures at the end of March 31, 2016 ₹	Figures at the end of March 31, 2015 ₹
NOTE - 2.7 : LONG TERM LOANS & ADVANCES		
Deposits		
Deposits with Government Bodies	3,565,051	3,565,051
Total	3,565,051	3,565,051
Secured, Considered Good	0	0
Unsecured, Considered Good	3,565,051	3,565,051
Doubtful	0	0
NOTE - 2.8 : OTHER NON-CURRENT ASSETS		
Other Advances and Deposits	106,747,568	87,795,339
Staff Advances & Employee Loans	107,521	91,595
Others	66,600,000	66,600,000
Total	173,455,089	154,486,934
Secured, Considered Good	0	0
Unsecured, Considered Good	173,455,089	154,486,934
Doubtful	0	0
NOTE - 2.9 : INVENTORIES		
Stock of Cylinders, Regulators, Steel and ACK Spares	56,293,543	56,293,543
Finished Good	161,000	161,000
Total	56,454,543	56,454,543
Inventories are valued at cost or NRV whichever is lower		
NOTE - 2.10 : TRADE RECEIVABLES		
Outstanding for a period exceeding six months	2,745,487	2,745,487
Others	0	0
Total	2,745,487	2,745,487
Notes :		
Particulars of Trade Receivables		
Secured, Considered Good	0	0
Unsecured, Considered Good	2,745,487	2,745,487
Doubtful	0	0

(Formerly SHRI SHAKTI LPG LTD.)

	Figures at the end of March 31, 2016 ₹	Figures at the end of March 31, 2015 ₹
NOTE - 2.11 : CASH & BANK BALANCES		
Cash & Cash Equivalents		
Balances with Banks :		
- In Current Accounts	123,900	436,476
Cash on hand	26,775	12,732
Total	150,675	449,208

NOTE - 2.12 : SHORT TERM LOANS & ADVANCES

Advance Income Tax & TDS (Net of Provision)	908,029	931,895
Total	908,029	931,895
Secured, Considered Good	0	0
Unsecured, Considered Good	908,029	931,895
Doubtful	0	0

NOTE - 2.13 : REVENUE FROM OPERATIONS

Sale of LPG	0	0
Total	0	0

NOTE - 2.14 : OTHER INCOME

Bottling Charges	0	0
Sale of Cylinders	0	0
Other Miscellaneous Income	0	794,640
Total	0	794,640

(Formerly SHRI SHAKTI LPG LTD.)

	Figures at the end of March 31, 2016 ₹	Figures at the end of March 31, 2015 ₹
NOTE - 2.15 : EMPLOYEE BENEFIT EXPENSES		
Salaries & Wages	3,043,499	2,568,383
Contribution to Provident Fund & Other Funds		
Provident Fund, EPS & DLI	60,820	66,659
Staff Welfare Expenses	2,500	3,500
Total	3,106,819	2,638,542
NOTE - 2.16 : ADMINISTRATIVE & OTHER EXPENSES		
Insurance	19,690	10,249
Rates & Taxes	340,661	365,741
Payments to Auditors		
As Auditors	60,000	60,000
For Taxation Matters	15,000	15,000
Sundries		
Security Charges	620,088	604,891
Travelling Expenses	125,016	157,235
Advertisement & Publicity	46,946	56,026
Postage, Telephone & Telex	45,805	36,235
Printing & Stationery	61,480	14,106
Bank Charges & Commission	4,292	6,118
Legal & Professional Fees	969,070	460,924
Transport & Conveyance	106,390	70,912
Power & Fuel	417,367	387,920
Repairs		
Machinery	37,531	22,633
Others	17,180	589
Office Maintenance	319,217	215,616
Directors Sitting Fee	187,000	176,000
RTA Charges	89,545	59,189
AGM Expenses	326,993	298,378
Miscellaneous Expenses	850,985	1,523,021
Total	4,660,256	4,540,783

NOTES ON ACCOUNTS SCHEDULE

2.17 ACCOUNTING POLICIES :

1. BASIS OF ACCOUNTING :

Financial Statements are prepared under historical cost convention, on accrual basis.

2. FIXED ASSETS :

Fixed Assets are stated at cost less accumulated depreciation plus revaluation done on the basis of technical evaluation. Cost is inclusive of freight, duties, levies and any directly attributable cost of bringing the assets to their working condition for intended use.

3. DEPRECIATION :

Depreciation on Fixed Assets provided as per the rates prescribed in Schedule - II to the Companies Act, 2013.

4. INVENTORY VALUATION:

- a) Raw Materials and Stores and Spares are valued at cost
- b) Finished goods are valued at lower of cost or net realisable value.
- c) Cylinders, Valves, Adaptors, Regulators and Steel are classified under stores and spares (Current Assets) and are valued at cost.

5. INCOME RECOGNITION:

- a) Sales are inclusive of all taxes wherever applicable, and net of returns.
- b) Sales are accounted on dispatch of goods.
- c) Income on services is recognized on release of regulators.

6. PRIOR PERIOD ADJUSTMENTS:

Expenditure / Income relating to prior period not exceeding ₹10,000/- in each case is debited/ credited to relevant Heads of Account.

7. PREPAID EXPENSES:

Prepaid expenses not exceeding ₹10,000/- in each case are charged to revenue in the year of incurrence.

8. FOREIGN CURRENCY TRANSACTIONS :

Foreign Currency transactions are accounted at equivalent rupee value.

9. CLAIMS:

Claims are accounted on receipt / acceptance.

10. INVESTMENT SUBSIDY:

Subsidies received from Governments, both Central and State, and from any other appropriate authorities, which are in the nature of capital receipt, are credited to Capital Reserve.

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2.18 NOTES ON ACCOUNTS

1. CONTINGENT LIABILITIES

	As on 31.03.2016 (₹)	As on 31.03.2015 (₹)
Differential Customs Duties demanded by Customs authorities pending in Appeals	35,277,000	35,277,000

2. As the operations of the company by the way of bottling LPG are going on and as the company has various new scheme of activities and plans for the future, the accounts of the Company for the year are drawn up 'on going concern' basis.

3. Balances standing to the debit/credit of parties are subject to reconciliation by the company confirmation by them and review by the Company.

4. "Other Non-Current Assets" represent amount encashed by The Kerala State Co-operative Consumer Federation Ltd. from State Bank of Hyderabad and Punjab National Bank by invoking guarantees given in their favour by the company and are considered good and recoverable by the Company, and the Company has filed a suit for the recovery of the amount.

5. All Current Assets as at 31.03.2016 have a value on realization in the ordinary course of business atleast value equal to amounts at which they have been stated in the Balance Sheet as on that date.

6. Quantitative details and value of consumption of materials, opening and closing stock.

	2015 -16			2014 -15		
	KKD	HYD	B'LORE	KKD	HYD	B'LORE
i. Annual Installed Capacity (MT)	45000	0	0	45000	20000	12000
ii. Production (MT)	-	0	0	-	0	0
iii. Capacity Utilisation Bottling of LPG (MT)%	-	0	0	-	0	0

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	2015 -16		2014 -15	
	Qty. MT	Value (₹)	Qty. MT	Value (₹)
iv. Opening Stock of LPG	0	0	0	0
v. Closing Stock	0	0	0	0
vi. Turnover : Bottled LPG	0	0	0	0

	2015 -16		2014 -15	
	Qty. Nos.	Value (₹)	Qty. Nos.	Value (₹)
vii. Auto Conversion Kits				
- Closing Stock of Kits	23	161000	23	161000
- Kits Turnover	0	0	0	0

7. Managerial Remuneration (₹)

	2015 -16		2014 -15	
	Salary (₹)	Perks (₹)	Salary (₹)	Perks (₹)
Managing Director	11,52,000	1,80,000	11,52,000	1,80,000

(Formerly SHRI SHAKTI LPG LTD.)

9. Segment information for the year ended 31st March 2016

(I) Information about Primary Business Segments (₹)

	Liquified Petroleum Gas		Auto Conversion Kits		Total	
	2016	2015	2016	2015	2016	2015
Revenue						
External	0	0	0	0	0	0
Inter segment	0	0	0	0	0	0
Total Revenue	0	0	0	0	0	0
Result						
Segment result	-35222621	-5473231	0	0	-35222621	-5473231
Unallocated expenditure net of unallocated income	0	0	0	0	0	0
Interest expenses	0	0	0	0	0	0
Interest income	0	0	0	0	0	0
Provision for Taxation	0	0	0	0	0	0
Profit/(loss) after taxation and before exceptional items	-35222621	-5473231	0	0	-35222621	-5473231
Exceptional items	0	0	0	0	0	0
Net Profit	-35222621	-5473231	0	0	-35222621	-5473231
Other information						
Segment assets	392297011	401106801	447000	447000	392744011	401553801
Segment Liabilities	83270706	56857875	1244000	1244000	84514706	58101875
Capital Expenditure	0	0	0	0	0	0
Depreciation	27455546	26438546	0	1017000	27455546	27455546
Non-cash expenses other than depreciation	0	0	0	0	0	0

(II) Notes :-

- (i) The company is organized into two main business segments namely
- Liquified Petroleum Gas - Comprising of Bulk and Packed LPG
 - Auto Conversion Kits - LPG conversion kits for three wheelers

Segments have been identified and reported taking into account the nature of products and services, the differing risks and returns, the organization structure, and the Internal financial reporting system

- (ii) Segment Revenue in each of the above domestic business segments primarily includes sales and bottling charges
- (iii) Segment revenue, results, assets and liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

(Formerly SHRI SHAKTI LPG LTD.)

10. Related Party Disclosures :

Related party disclosures, as required by Accounting Standard 18, "Related Party Disclosures" issued by the institute of Chartered Accountants of India are given below :

1) Key Management Personnel :

Directors :

- a) Mr.D.V.Manohar
- b) Sitting fee of ₹ 1,87,000 (Previous Year - ₹ 1,76,000) was paid during the year to all the Directors (except Managing Director) for attending the Board Meetings.

11. Related parties

- a) M/s. Shri Shakti Resorts & Hotels Limited
- b) M/s. Shri Shakti Cylinders Private Limited

The company during the year had no transactions with the above related parties.

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

12. Amounts have been rounded off to the nearest thousands.

For VENUGOPAL & CHENOY,
Chartered Accountants,

Sd/-

(CA P.V.SRI HARI)

Partner

Membership No.21961

For and on behalf of the Board,

Sd/-

(D.V.MANOHAR)

Chairman & Managing Director

Sd/-

(CS T.Lalitha Devi)

Company Secretary

Sd/-

(B.K.SINHA)

Director

Place : Hyderabad

Date : 30.05.2016

(Formerly SHRI SHAKTI LPG LTD.)

BALANCE SHEET ABSTRACT AND A COMPANY'S GENERAL BUSINESS PROFILE**I. Registration Details**State Code Registration No. Balance Sheet Date **II. Capital Raised during the year (Amount in ₹)**

Public Issue

Rights Issue

Bonus Issue

Private Placement

III. Position of Mobilisation and Deployment of Funds (Amount in `Thousands)

Total Liabilities

Total Assets

Sources of Funds

Paid-up Capital

Reserves & Surplus

Secured Loans

Unsecured Loans

Application of Funds

Net Fixed Assets

Investments

Net Current Assets

Misc. Expenditure

Accumulated Losses

IV. Performance of Company (Amount in ` Thousands)

Turnover

Total Expenditure

+ -

Profit / Loss Before Tax + - Profit / Loss After Tax

(Please tick appropriate box + for Profit - for Loss)

Earning per Share in Rs.

Dividend

V. Generic Names of Three Principal Products/Services of Company (as per monetary terms)

Item Code No.

0	0	0	0	0	0	2	9	0	1
---	---	---	---	---	---	---	---	---	---

(ITC Code)

Product Description

L	I	Q	U	I	F	I	E	D
---	---	---	---	---	---	---	---	---

P	E	T	R	O	L	E	U	M
---	---	---	---	---	---	---	---	---

G	A	S
---	---	---

Item Code No.

0	0	0	0	0	0	8	4	1	0
---	---	---	---	---	---	---	---	---	---

(ITC Code)

Product Description

L	P	G
---	---	---

C	Y	L	I	N	D	E	R	S
---	---	---	---	---	---	---	---	---

Item Code No.

0	0	0	0	0	0	8	4	1	0
---	---	---	---	---	---	---	---	---	---

(ITC Code)

Product Description

L	P	G
---	---	---

R	E	G	U	L	A	T	O	R	S
---	---	---	---	---	---	---	---	---	---

For and on behalf of the Board

Sd/-

D. V. MANOHAR
Chairman & Managing Director

Sd/-

B.K.SINHA
Director

Place : Hyderabad
Date : 30.05.2016

(Formerly SHRI SHAKTI LPG LTD.)

CASH FLOW STATEMENT OF SHRI MATRE POWER & INFRASTRUCTURE LIMITED AS AT 31ST MARCH, 2016

	YEAR ENDED 31.03.16	YEAR ENDED 31.03.15
	₹	₹
A. Cash Flow From Operating Activities		
Profit Before Tax And Extraordinary Items	-35222621	-5,473,231
Adjustments For:		
Depreciation	27,455,546	27,455,546
Foregin Exchange	0	0
Investments	0	0
Interest / Dividend	0	0
	<u>27,455,546</u>	<u>27,455,546</u>
Operating Profit Before Working Capital Changes	-7,767,075	21,982,315
Adjustments For :		
Trade And Other Receivables	0	0
Inventories	0	0
Trade Payables	26,412,831	-41,210,377
	<u>26,412,831</u>	<u>41,210,377</u>
Cash Generated From Operations	18,645,756	-19,228,062
B. Cash Flow From Investing Activities		
Purchase / Reduction of Fixed Assets	0	28,101,693
	0	28,101,693
Net Cash Used In Investing Activities	18,645,756	8,873,631
C. Cash Flow From Financing		
Payment of Long Term Borrowings	0	28,567,000
Increase in Non-Current Assets	-18,944,289	-47,490,430
Net Cash Used In Financing Activities	-18,944,289	-18,923,430
Net Increase In Cash And Cash Equivalentents	-298,533	-10,049,799
Cash And Cash Equivalent As At 1.4.14	449,208	0
Cash And Cash Equivalent As At 31.3.15	150,675	449,208

For and on behalf of the Board of Directors

Place : Hyderabad
Date : 30.05.2016Sd/-
D.V.Manohar
Chairman & Managing DirectorSd/-
B.K.Sinha
Director**Auditor's Certificate**

We have verified the above Cash Flow Statement compiled from the audited financial statements of M/s Shri Matre Power & Infrastructure Ltd. for the years ended 31.03.2015 and 31.03.2016. According to the information and explanations given to us, the above cash flow statement has been prepared in consonance with the applicable accounting standards on cash flow statements issued by the Institute of Chartered Accountants of India and found the same to be in accordance with the requirements of the amended clause 32 of the Listing Agreement with the Stock Exchanges.

For Venugopal & Chenoy
Chartered AccountantsSd/-
(CA P.V.Sri Hari)
Partner
M.No. 21961Place : Hyderabad
Date : 30.05.2016

ATTENDANCE SLIP

23rd Annual General Meeting

SHRI MATRE POWER & INFRASTRUCTURE LTD

CIN L40102TG1993PLC015988

Registered Office : Venus Plaza, Adjacent to Airport,

Begumpet, S.P. Road, Hyderabad - 500 016

Ph : 040-27902929/Fax : 040-27908989 ;

Email : info@shrishakti.com Website: <http://www.shrishakti.com//>

Date	Venue	Time
30th September, 2016	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 23rd 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.

23rd 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 23rd Annual General Meeting of the Company, to be held on Friday, 30th September 2016 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 Financial Statements for the financial year 2015-16.		
2.	To appoint a Director in place of Ms. Deekshita Dontamsetti, Woman Director (Non-Independent), who retires by rotation and being eligible, offers herself for re-appointment.		
3.	To ratify the appointment of Statutory Auditors - Ordinary Resolution.		
	SPECIAL BUSINESS		
4.	To appoint Dr.Gorantla Govindaiah as Director (Independent) of the Company.		
5.	To appoint Dr.A.Balasetti as Director of the Company (Non-Independent)		
6.	To appoint Mr.A.PVithal as Independent Director of the Company.		

Signed this.....day of.....2016

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.