

**SHRI MATRE POWER &
INFRASTRUCTURE LIMITED**
(Formerly SHRI SHAKTI LPG LIMITED)

**21st ANNUAL REPORT
2013-2014**

BOARD OF DIRECTORS	Mr. D.V. Manohar	Chairman &
		Managing director
	Mr. B.K. Bakshi	Director
	Mr. B.K. Sinha	Independent Director
	Mr. R. Prabhakar Rao	Independent Director
	Dr. A. Balasetti	Independent Director
	Dr. Bharat H. Barai	Director
	Dr. Gorantla Govindaiah	Director
	Mr. V. Subrahmanyam	Independent Director
	Mr. A.P. Vitthal	Independent Director
	Ms. Deekshita Dontamsetti	Addl. Director
AUDITORS	M/s. Venugopal & Chenoy	
	Chartered Accountants	
	Hyderabad.	
COMPANY SECRETARY	Ms. T. Lalitha Devi	
BANKERS	Allahabad Bank	
REGISTRARS & SHARE TRANSFER AGENTS	M/s. XL Softech System Ltd	
	3, Sagar Society	
	Road No.2, Banjara Hills,	
	Hyderabad – 500034.	
	Tel : 91-040-23545913 / 14 /15	
	Fax : 91-040-23553214	
REGISTERED OFFICE	Venus Plaza	
	Adjacent to Airport,	
	Begumpet,	
	Hyderabad – 500016.	
	Tel : 91-040-27902929	
	Fax: 91-040-27908989	
PLANT	Nemam Village	
	Beach Road,	
	Kakinada – 533005 (A.P)	

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTYFIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON MONDAY, THE 29TH SEPTEMBER 2014 AT 10:30 A.M. AT HARI HARA KALA BHAVAN, S.P. ROAD, SECUNDERABAD TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March 2014 and Balance Sheet as at that date together with Directors' Report and Auditors' Report thereon.
2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 139 (2) and 142 (1) of the Companies Act, 2013, the retiring Auditors, M/s. Venugopal & Chenoy., Chartered Accountants, Hyderabad, be and are hereby re-appointed as the Auditors of the Company, to hold office for a term of Three (3) Years subject to the ratification by members at every Annual General Meeting from the conclusion of this Meeting until the conclusion of the 24th Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company from time to time."

SPECIAL BUSINESS

3. **To consider and if thought fit to pass with or without modification the following Resolution as Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mr. D.V. Manohar as Managing Director of the Company, for a period of 5 (five) years with effect from 25th July 2014 upto 24th July 2019 on the existing terms and conditions of his earlier appointment."

"FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things, it may think necessary, expedient or desirable, in relation thereto in order to give effect to the above resolution and to seek such approval/ consent from the government departments, as may be required in this regard."

"FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. D.V. Manohar, Managing Director."

4. To appoint a Woman Director as per the provisions of the Companies Act, 2013 and if thought fit to pass with or without any modification the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 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) and Clause 49 of the Listing Agreement, Ms. Deekshita Dontamsetti (holding DIN 06941753), 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 her 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.”

“RESOLVED FURTHER THAT Mr. D.V. Manohar, Managing Director of the Company be and is hereby authorized to sign the documents, papers and forms as required and to file necessary e-forms to be filed with the portal of Ministry of Corporate Affairs and various other authorities, if any, and to do all such acts, deeds and things as may be deemed expedient to give effect to the above resolutions.”

5. To appoint Mr. B.K. Sinha as Independent Director and if thought, fit, to pass with or without modification, the following Resolution as an Ordinary Resolution

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, and Clause 49 of the Listing Agreement, Mr. B.K. Sinha (DIN 00290750), a Non-Executive 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, for a term of five (5) years, with effect from September 29, 2014 upto September 28, 2019, not liable to retire by rotation.”

6. To appoint Mr. V. Subrahmanyam as Independent Director and if thought, fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed

thereunder, read with Schedule IV to the Act, as amended from time to time, and Clause 49 of the Listing Agreement, Mr. V. Subrahmanyam (DIN 02937206), a Non-Executive 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, for a term of five (5) years, with effect from September 29, 2014 upto September 28, 2019, not liable to retire by rotation.”

By Order of the Board

For Shri Matre Power and Infrastructure Ltd.

Sd/-

PLACE : HYDERABAD
DATE : 28-08-2014

CS T. LALITHA DEVI
COMPANY SECRETARY

NOTE:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy and the proxy so appointed need not be a Member of the Company.
2. The Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. The Register of Members and Share Transfer Books will remain closed on 29-09-2014 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 31.03.2014 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.

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

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax

	<p>Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

**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 FIFTH ANNUAL GENERAL MEETING OF THE COMPANY

Item No. 3

Mr. D.V. Manohar has been re-appointed as Managing Director of the Company from 25th July 2009 for a period of 5 years in the scale of Rs. 30,000-5,000-60,000 with other benefits as was given to him in his earlier appointment and approved by the shareholders in the sixth, eleventh and sixteenth Annual General Meetings held on 28th September 1999, 30th September 2004, 31st August 2009, respectively.

Mr. D.V. Manohar is the Founder Promoter Director of the Company and has contributed to the growth and development of the company. In view of his dedicated services and in the interests of the company, it is proposed to re-appoint Mr. D.V. Manohar as Managing Director of the Company for a further period of 5 years w.e.f. 25th July 2014 on the existing terms and conditions of his earlier appointment.

Your Directors recommend the resolution for your approval.

No other Director is interested in this resolution either financially or otherwise except Mr. D.V. Manohar himself and Ms. Deekshita Dontamsetti, being a relative.

Item No. 4:

Woman director under new Companies Act, 2013

Section 149(1) of the Companies Act, 2013 and The Companies (Appointment & Qualification of Director) Rules, 2014 which come into force on 1st April 2014 provides that

- (i) Every listed company, within one year from the commencement of second proviso to sub-section (1) of section 149
- (ii) Every other public company that has paid-up share capital of one hundred crore rupees or more, or a turnover of three hundred crore rupees or more within three years from the commencement of second proviso to sub-section (1) of section 149

need to comply with the requirement of having at least of one woman director on their Boards.

To comply with the above provisions of the Act Ms. Deekshita Dontamsetti has been appointed as Additional Director (Non-Independent) of the company by the Board in its meeting held on 31st July 2014 subject to the approval of members in the general meeting.

Your Directors recommend the resolution for your approval.

No other Director is interested in this resolution either financially or otherwise except Ms. Deekshita Dontamsetti herself and Mr. D.V. Manohar, being a relative.

Item No. 5 and 6:

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. B.K. Sinha (DIN 00290750) and Mr. V. Subrahmanyam (DIN 02937206) as Independent Directors at various times, 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 28th August 2014 recommended the appointment of these directors as Independent Directors from September 24, 2014 up to September 23, 2019 and that they are not liable to retire by rotation.

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

The Company has received notices in writing under the provisions of Section 160 of the Act, from the members proposing the candidature of Mr. B.K. Sinha and Mr. V. Subrahmanyam for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from the above directors

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

In the opinion of the Board, Mr. B.K. Sinha and Mr. V. Subrahmanyam, fulfill the conditions specified in the Act and the rules made thereunder and they are independent of the Management.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. B.K. Sinha and Mr. V. Subrahmanyam as Independent Directors of the company.

Shri B. K Sinha retired from Indian Airlines as Deputy Managing Director with vast experience of corporate planning and decisions, fleet and facilities expansion