

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

22nd ANNUALREPORT
2014-2015

BOARD OF DIRECTORS

Mr. D.V. Manohar	Chairman & Managing Director
Mr. B.K. Sinha	Independent Director
Mr. R. Prabhakar Rao	Independent Director
Dr. A. Balasetti	Director
Dr Bharat H Barai	Director
Dr. Gorantla Govindaiah	Director
Mr. V. Subrahmanyam	Independent Director
Mr. A.P. Vitthal	Independent Director
Ms. Deekshita Dontamsetti	Director

COMPANY SECRETARY	Mr. Ramesh Atluri
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AUDITORS	M/s. Venugopal & Chenoy Chartered Accountants Hyderabad.
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BANKERS	Allahabad Bank
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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
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REGISTERED OFFICE	Venus Plaza, Adjacent to Airport, Begumpet, Hyderabad – 500016. Tel: 91-040-27902929 Fax: 91-040-27908989
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Plant	Nemam Village Beach Road, Kakinada – 533005 (A.P)
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NOTICE

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

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March 2015 and Balance Sheet as at that date together with Directors' Report and Auditors' Report thereon.
2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 139 (2) and 142 (1) and other applicable provisions, if any, of the Companies Act, 2013, the appointment of M/s. Venugopal & Chenoy., Chartered Accountants, Hyderabad, approved in the 21st Annual General Meeting until 23 Annual General Meeting is hereby ratified by members at this Annual General Meeting till such conclusion of next Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS

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

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

"**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, and Clause 49 of the Listing Agreement, Mr. R. Prabhakar Rao, (DIN 06941753) an Independent Director of the Company, who has submitted a declaration that he meets the criteria for 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) consecutive years, with effect from September 28, 2015 up to the 27th Annual General Meeting and not liable to retire by rotation."

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

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

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

Resolved further that Mr D V Manohar chairman and managing Director of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
For Shri Matre Power and Infrastructure Ltd.

PLACE : HYDERABAD
DATE : 01-09-2015

RAMESH A.
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 28-09-2015 for the purpose of Annual General Meeting.
4. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
6. Members are requested to notify any change of address:
 - a. To their depository participants (DP) in respect of shares held in dematerialized form, and

- b. To Registrar and Share Transfer Agent of the Company - M/s. XL Softech Pvt. Ltd. at the address given in the annual report, in respect of shares in physical form, to notify their change of address/ residential status/email-id, etc., if any, under their signatures and quoting respective folio number.
- 7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.
- 8. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
- 9. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 10. Kindly bring your copies of the Annual Report to the meeting.
- 11. In terms of Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs, under Green initiative in the Corporate Governance all the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents whose e-mail id is xlfield@gmail.com mentioning the Company's name, so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address.
- 12. Electronic copy of the Annual Report for the financial period ended 31.03.2015 is being sent to all the members whose email IDs are registered with the Company/RTA/Depository 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:-

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25/09/2015 10.30 am and ends 27/09/2015 at 05.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22/09/2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.

(iv) Now 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository 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	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

- (ix) Members holding shares in physical form will then directly reach 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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

Other Instructions :

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

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

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

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

Item No. 3 :

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

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

The Board of Directors at its duly held meeting on 13th August 2015 considered the appointment of **Mr. R. Prabhakar Rao** (DIN 06941753) as Independent Director from September 28, 2015 up to September 27, 2020 ie., 27th Annual General Meeting of the Company and that he is not liable to retire by rotation.

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

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

The Company has received from the above Director

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

In the opinion of the Board, **Mr. R. Prabhakar Rao**, fulfills the conditions specified in the Act and the rules made there under and they are independent of the Management.

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

Except **Mr. R. Prabhakar Rao**, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4

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

Your Directors recommend the resolution for your approval.

Item No. 4 :

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

Your Directors recommend the resolution for your approval.

By Order of the Board of Directors
For Shri Matre Power and Infrastructure Ltd.

PLACE : HYDERABAD
DATE : 01-09-2015

RAMESH A.
COMPANY SECRETARY