

(Formerly SHRI SHAKTI LPG LTD.)

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.Gorantla Govindaiah	Independent Director
	Mr.V.Subrahmanyam	Independent Director
	Mr.A.P.Vitthal	Independent Director
	Ms.Deekshita Dontamsetti	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

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

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,

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 Abburry 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 Abburry 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.