

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

**21st ANNUAL REPORT
2013-2014**

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

program. He was awarded -BHARAT NIRMAN EXCELLENCE AWARD for meritorious accomplishments in diverse fields of activities that immensely contributed for the Nation's progress, presented by the Front for National Progress, a non-profit making voluntary organization. He was facilitated by the Aeronautical Society of India for his outstanding contribution towards development of aviation in India. He is also an Advisor for various companies.

Mr. V. Subrahmanyam retired as Dy. Director-General at Indian Ord. Factories Service (Gr. A. Service). He has done his M.Tech from IIT Kanpur and Degree in Management from AIMA. He is a Fellow Member of ICMA, Kolkata, IE, Kolkata, IIE, Mumbai and IOD, Delhi. His rich experience and expertise would be highly beneficial to the company.

Except Mr. B.K. Sinha and Mr. V. Subrahmanyam, being appointees, 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 and 6.

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

The resolution seeks the approval of the Members.

DIRECTORS' REPORT

To
The Shareholders,
Shri Matre Power & Infrastructure Limited.

1. INTRODUCTION

Your Directors have pleasure in presenting their report together with audited accounts for the financial year ended 31st March, 2014.

2. FINANCIAL PERFORMANCE

The Financial performance of the Company for the year 2013-14 is indicated below :

Particulars	Rs.	
	2013-14	2012-13
Gross Income	4,42,81,306	56,50,572
Less : Expenditure excluding Interest, Depreciation & prior period and Extraordinary items	1,77,32,078	77,55,239
Profit / (Loss) before Interest, Depreciation & prior period and Extraordinary items	2,65,49,228	(21,04,667)
Interest	-	-
Profit / (Loss) before Depreciation	2,65,49,228	(21,04,667)
Depreciation	2,76,89,055	3,00,75,000
Profit / (Loss) before prior period and Extraordinary items	(11,39,827)	(3,21,79,667)
Prior period and Extraordinary items	0	0
Net Profit / (Loss) before provision for Taxation	(11,39,827)	(3,21,79,667)
Provision for Taxation		
Net Profit	(11,39,827)	(3,21,79,667)

During the year, the company incurred cash profit of Rs 2,65,49,228 (previous year loss of Rs. 21,04,667). After providing for depreciation amounting to Rs.2,76,89,055 (previous year Rs.3,00,75,000), the total Loss for the year stood at Rs.11,39,827 (previous year Loss of Rs.3,21,79,667).

FUTURE OUTLOOK

Your company is actively pursuing opportunities in the Solar Power Generation field as well as in the Infrastructure sector. However we could not penetrate into the solar power generation field so far due to several reasons such as low and not feasible rates. Further due to the then uncertain political scenario at the National level as well as the State bifurcation issue in Andhra Pradesh, there was a lull in both the fields. Your company is in the process of tying up Joint Ventures in the infrastructure development field.

Your company is in the process of divesting its LPG assets so that it would be able to mobilize the required capital for its new projects. Your company is hopeful that it would be in a position to raise the required capital in this financial year through the sale of the old LPG assets at Kakinda which are not being utilised.

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 is the earnest endeavor of your Directors to turn the company around and make it profitable once again at the earliest.

3. Deployment of Funds :

Sources of Funds	Rs.	
	31.03.2014	31.03.2013
Share Holders Funds	34,95,71,304	35,07,11,131
Non –Current Liabilities	3,07,25,467	3,08,44,576
Current Liabilities	1,47,33,031	6,17,68,050
Total	39,50,29,802	44,33,23,757
Application of Funds		
Non-Current Assets	21,10,22,376	25,94,40,987
Long Term Loans & Advances	35,65,051	35,65,051
Other Non - Current Assets	10,97,51,995	9,12,33,827
Current Assets	7,06,90,380	8,90,83,892
Total	39,50,29,802	44,33,23,757

4. **SUBSIDIARY COMPANY :** No subsidiary company.

5. SALE OF ASSETS AT KAKINADA:

In terms of approval accorded by AGM at the meeting held on 26th December 2006, for sale of assets at Kakinada, action was already commenced during October 2013 for sale of assets by issuance of necessary schedule of assets for disposal, particulars of land, etc. to some of the interested parties. Negotiations are at different stages and the Board expects that proposals will be finalised by March 2015."

6. 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 31.03.2014.

7. DEPOSITS

Your Company has not accepted any Deposits during the year.

8. DIRECTORS

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, 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 Mr. B.K. Sinha and Mr. V. Subrahmanyam as Independent Directors for a term of 5 years from September 24, 2014 up to September 23, 2019 at this Annual General Meeting.

During the year under review Mr. D.V. Rajasekhar has resigned from the office of the Director of the Company with effect from 31st July 2013.

As per 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 every listed company, within one year from the date the section came into force 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.

9. AUDITORS

The Statutory Auditors M/s. Venugopal & Chenoy, Chartered Accountants, appointed by the Members at their earlier Annual General Meeting retire at the conclusion of this Meeting and they are eligible for re-appointment. The Members are requested to appoint the Auditors and fix their remuneration.

10. PERSONNEL

During the year none of the employees is in receipt of remuneration in excess of the limits prescribed u/s. 217(2A) for the Companies Act, 1956, read with Companies (Particulars of Employee) Rules, 1975, as amended from time to time.

11. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

12. CORPORATE GOVERNANCE

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

13. DIRECTORS RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 217 (2AA) OF THE COMPANIES ACT, 1956.

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956, 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, 2014 the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the profit or loss of your Company for the year under review;
- (iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the Provisions of the Companies Act, 1956 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities.
- (iv) that the Directors have prepared the accounts for the financial year ended 31st March, 2014 on a 'going concern' basis.

14. 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 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.

15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

The prescribed details as required u/s. 217(1)(e) of the Companies Act, 1956 are annexed.

For and on behalf of the Board of Directors
Sd/-

D. V. MANOHAR
Chairman & Managing Director

Place : Hyderabad
Date : 28.08.2014

MANAGEMENT DISCUSSION AND ANALYSIS

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

Industry Structure and Developments :-

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

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

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

SSLPG entered into LPG Auto Fuel market and develop for the first time patented technology for converting the 2 stroke engines of both 3 wheelers and 2 wheelers to

run on LPG in collaboration with Automotive Research Association of India (ARAI). In June, 2007, SSSLPG received two patents jointly with ARAI for the above. The Government of India which agreed in principle to permit LPG as auto fuel, took a very long time to enact the legislative amendment. The highly potential auto fuel market which was to open by 1998, was not available till recently due to delay in finalization of norms by the Government and setting up of adequate number of LPG dispensing stations.

Opportunities and Threats :-

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

- a) One time Settlement (OTS) with term loan, working capital lenders and for unsecured loans wherein the entire accumulated interest along with considerable part of the principle amount is waived.
- b) Tie up financial arrangements to raise the amounts required for meeting the OTS commitments.
- c) Marketing Action Plan to aggressively sell LPG in the commercial, industrial and auto fuel markets in addition to extensive and accelerated marketing of Shakti Gas Auto kits in all the cities where it is mandatory to convert three wheelers to run on environment-friendly fuels at the earliest.

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

Outlook:-

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

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

In India electricity is always in short supply. Despite the increase in new power generation plants, the gap between demand and supply has not reduced. The average per capita consumption of electricity in India is about 700 kWh which is far

below the World average of 2300 kWh. The Indian government has set ambitious goals in the 11th plan for power sector owing to which the power sector is poised for significant expansion. In order to provide availability of over 1000 units of per capita electricity by year 2012, it has been estimated that need-based capacity addition of more than 100,000 MW would be required.

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

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

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

Shri Matre Power & Infrastructure Limited (SMPIL) is participating in various tenders for Solar Power Generation including the AP Government. In the AP Tender, SMPIL's bid was the best at the location Amangal about 75 kms from Hyderabad. SMPIL is also working on promoting a 10 MW Solar Power Generation Plant under the Renewable Energy Certificate (REC) route wherein the solar power produced will be supplied to the State Government at their scheduled rate which is very low and the balance is made up through the sale of RECs which SMPIL would be earning. SMPIL is in the process of tying up for advanced technology with leading international technology providers.

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

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

Risks & Concerns :

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

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

Internal Control System :

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

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

Financial performance Vs. Operations performance :

During the year, the company incurred cash profit of Rs. 2,65,49,228/- (previous year loss of 21,04,667/-). After providing for depreciation amounting to Rs.2,76,89,055/- (previous year Rs. 3,00,75,000/-), the total Loss for the year stood at Rs. 11,39,827/- (previous year Loss of Rs. 3,21,79,667/-).

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 9 permanent employees at the end of financial year 2013-14.

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.

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 10 Directors, who bring in a pool of collective knowledge from various disciplines. The Board has been constituted in a manner which will result in an appropriate mix of Executive and Non-Executive Directors. The Non-Executive Directors bring independent judgment in the Board's deliberations and decisions. This has been done to preserve the independence of Board and effective discharge of its functions of Governance and Management. As on date the Board consists of Six (6) Independent Directors and Four (4) Executive/Promoter Directors.

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

The names, categories of the Directors on the Board, their attendance at the Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorships held by them in other companies are 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
Mr. B. K. Bakhshi	Independent and Non-Executive Director	Director	5	1	1	Yes
Dr.Bharat H.Barai	NRI Director	Director	5	0	2	No
Dr. A. Balasetti	NRI Director	Director	5	0	1	No
Dr. Gorantla Govindaiah	NRI Director	Director	5	0	-	No
Mr. B.K. Sinha	Independent and Non-Executive Director	Director	5	5	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
Mr. A.P. Vitthal	Independent Director	Director	5	3		
Ms. Deekshita Dontamsetti	Non-Independent Director	Addl. Director	5	NA	-	NA

(i) Board Meetings:

The Board has a formal schedule of matters reserved for its consideration and decision. These include approving business strategy, setting performance targets, reviewing performance, approving investments, ensuring adequate availability of financial resources and reporting to the Shareholders. Board Meetings were held during the year on May 23, 2013, July 31, 2013, August 29, 2013, October 26, 2013 and January 29, 2014.

(ii) Directors seeking appointment:

As per the provisions of 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 and Mr. V. Subrahmanyam, are proposed to be appointed as Independent Directors for a term of 5 years at this Annual General Meeting. .

The Board recommends appointment of the above directors.

(iii) Board Committees:

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

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

None of the Independent and Non-Executive Directors hold any Shares in the Company.

c) Audit Committee

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

- Reviewing the adequacy of internal control systems and the Internal Audit Reports, and their compliance thereof.
- 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 of consists of two Independent Directors and one Promoter Director viz.,

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

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

During the year under review, Mr. B.K. Sinha has attended 4 meetings, Mr. V. Subrahmanyam has attended 4 meetings, Mr. A.P. Vitthal has attended 2 meetings and Mr. D V Manohar has attended 5 meetings.

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

Remuneration Committee.

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

The remuneration committee at present consists of two independent directors i.e. Mr B K Sinha and Mr B K Bakshi.

(i) Remuneration Policy:

The Remuneration Committee of the Board of the Company generally decides and makes recommendations to the Board about the remuneration to be paid to the Directors. The remuneration recommends to the Directors are, subject to the approval of the Members of the Company in the General Meeting. The Managing Director is paid a remuneration of Rs 5,76,000/- during the year.

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

d) 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.

i) 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.

ii) 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).

e) Venue and Time of the Last Three Annual General Meetings.

Date	Venue	Time	No. of Special Resolutions	Members present by	
				Person	Proxy
27.09.2013	Hari Hara Kala Bhavan, Near Patny Circle, Secunderabad	10.30 a.m.		91	5
28.09.2012	Hari Hara Kala Bhavan, Near Patny Circle, Secunderabad	10.30 a.m.	--	145	38
27.09.2011	Hari Hara Kala Bhavan, Near Patny Circle, Secunderabad	10.30 a.m.	-	363	13

f) Disclosures

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

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

g) 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.

h) Vigil Mechanism

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

i) General Shareholders Information

- (a) Annual General Meeting
21st Annual General Meeting to be held on 29th September 2014 at Hari Hara Kala Bhavan, S.P. Road, Secunderabad-500 003.

- (b) Un-audited Financial results for –
- | | | |
|-------------------------|---|---------------|
| - First Quarter | - | July, 2013 |
| - Second Quarter | - | October, 2013 |
| - Third Quarter | - | January 2014 |
| Audited- Fourth Quarter | - | May , 2014 |
- (c) Book closure on 29th September 2014
- i) The shares of the Company are originally listed on:
- 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).
 - The Shares of the company at present are listed at Bombay Stock Exchange, Mumbai (BSE).
 - The company has been complying with all statutory requirements including payment of listing fees to the Bombay Stock Exchange and Custodian Fees to NSDL and CDSL.
 - The trading in our Company's shares has been suspended temporarily by Bombay Stock Exchange (BSE). BSE had earlier said that they had not received certain data pertaining to previous years though the company has been complying with the listing agreement and submitting the requisite information from time to time to BSE.
 - Now, the Company has received the in-principle approval from the BSE for listing the shares at Rs 2/- each after capital reduction. The company is vigorously pursuing further process as per the norms for revocation of suspension.
- ii) Depository for Equity Shares: NSDL and CDSL.
 ISIN for the Company's Equity Shares: INE 293 B 01011
 STOCK CODE: BSE : 531322

MARKET PRICE DATA: From 01.04.2013 to 31.03.2014

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

j) 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.

SHARE TRANSFER SYSTEM:

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

DISTRIBUTION OF SHAREHOLDING:

Range	No.	%
Upto 5,000	1406	10.49
5,001 - 10,000	1456	10.86
10,001 - 20,000	5082	37.90
20,001 - 30,000	2848	21.24
30,001 - 40,000	270	2.01
40,001 - 50,000	290	2.16
50,001 - 1,00,000	983	7.33
1,00,001 & above	1073	8.00

DEMATERIALISATION OF SHARES:

As on 31st March, 2014, the Company has initiated the process of dematerialization of 15,35,35,800 Equity Shares @ Rs. 2/- each after consolidation and sub-division of the share capital of the company, representing Rs. 30,70,71,600/- of Paid-up Capital of the Company, as approved by the Hon'ble High Court of Andhra Pradesh in 2010.

Demat ISIN No. in NSDL & CDSIL for Equity Shares INE 293B01011.

OUTSTANDING GDRs/ADRs etc.:

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

REGISTERED OFFICE/ADDRESS FOR CORRESPONDENCE:

SHRI MATRE POWER & INFRASTRUCTURE LIMITED
 Venus Plaza, Begumpet, Hyderabad-500 016
 Phone : 040-27902929 / Fax : 040-27908989
 Email : info@shrishakti.com Website: <http://www.shrishakti.com//>

PLANT LOCATION :

(a) Kakinada : Shri Matre Power & Infrastructure Ltd.,
 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 2013-14.

By Order of the Board

Place: Hyderabad
 Date : 28.08.2014

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

CEO & CFO CERTIFICATION

We, D.V.Manohar Chairman & Managing Director and S V Subramanian, Vice President (Finance) 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 violate 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 and 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) Significant changes if any in internal control over financial reporting during the year,
 - ii) 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/-
(S V Subramanian)
Vice President Finance

Place: Hyderabad
Date: 31.07.2014

INFORMATION UNDER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956, READ WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 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	57371
Rate	Rs./KWH	8.40
Total	Rs.	482170/-
b) Own Generation Unit	KWH	1960
Rate	Rs./KWH	15.86
Total	Rs.	31094/-

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:

(Rs. 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/-

PLACE : HYDERABAD

DATE : 28.08.2014

D. V. Manohar
Chairman & Managing Director

AUDITORS' CERTIFICATE

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

We have examined the compliance of conditions of corporate governance by Shri Mathre Power & Infrastructure Limited for the year ended 31.03.2014, as stipulated in Clause 49 of the Listing Agreement of the Company with Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for examining the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that generally no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For VENUGOPAL & CHENOY
CHARTERED ACCOUNTANTS

Place: Hyderabad
Date : 20.05.2014

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

INDEPENDENT AUDITORS' REPORT

To
The Members,
Shri Matre Power & Infrastructure Limited
Hyderabad.

Report on Financial Statements

We have audited the accompanying financial statements of **Shri Matre Power & Infrastructure Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, 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 Financial Statements

Management is responsible for the preparation of these 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 Standards referred to in sub section (3C) of section 211 of Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control 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 financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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.

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 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 management, 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements, together with the Accounting Policies and

Notes to Accounts(Schedule – 2.20), 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:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the 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, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. we have 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 appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e. on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

**For VENUGOPAL & CHENOY,
CHARTERED ACCOUNTANTS**

Hyderabad

20.05.2014

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

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

Referred to in Paragraph 2 of our report of even date

1. In respect of its fixed assets:
 - 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. In our opinion, the Company has not disposed off substantial part of fixed assets during the year and the going concern status of the Company is not affected.
2. In respect of its inventories:
 - a. As explained to us, inventories have been physically verified by the management at reasonable intervals during the year
 - b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c. The Company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventory as compared to the book records.
3. The Company did not take nor grant any loans, secured or unsecured, from or to companies, firms or other parties listed in the Register maintained under Section 301 of the Companies Act, 1956.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods.
5. In our opinion and according to the information and explanations given to us, there are no transactions in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956, aggregating during the year to Rs.5,00,000/-- (Rupees Five lakhs only) or more in respect of any party.
6. The Company has not accepted any deposits from the public.

7. The company has an in-house Internal Audit Department. In our opinion, the scope and coverage of internal audit system of the Company is commensurate with its size and nature of its business.
8. 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 Rs.10 Crores.
9. a) The Company is fairly regular in depositing amounts of Provident Fund and Employees State Insurance dues. In respect of Income tax, Sales Tax, Wealth Tax, Custom Duty and Excise duty there no undisputed amounts outstanding as at March 31,2014, for a period of more than six months from the date they became due.
- b) The disputed statutory dues aggregating to Rs.352.77 Lakhs that have not been deposited on account of matters pending before appropriate authorities are as under:

Sl. No.	Name of the Statute	Nature of the Dues	Forum where Dispute is pending	Amount (Rs.) in Lakhs
1.	Customs Duty Act	Customs Duty	CEGAT	352.77
Total				352.77

10. The accumulated losses as at the end of the Financial Year are less than 50% of the net worth of the Company. The Company has incurred cash losses during the Financial Year covered by the Audit and but has not incurred cash losses in the immediately preceding Financial Year.
11. In our opinion and according to the information and explanations given to us, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
12. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund/society. Therefore, Clause – 4 (xiii) of the Companies (Auditors' Report) Order, 2003, is not applicable to the Company.
13. The Company has not dealt in or traded in shares, securities, debentures and other investments.
14. The Company has given a corporate guarantees for a loan taken by Shri Shakti Resorts Ltd from a commercial bank and, in our opinion, the terms and conditions whereof are not prejudicial to the interests of the company.

15. The Company has not raised any new term loans during the year from banks nor there are any term loans outstanding as at 31.03.2013.
16. The company during the year did not raise any short-term loans and hence the question of their usage does not arise.
17. During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
18. The Company has not issued any debentures during the year.
19. The Company has not raised any money by way of public issue during the year.
20. In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year, that causes the financial statements to be materially misstated.

**For VENUGOPAL & CHENOY
CHARTERED ACCOUNTANTS,**

**Place : Hyderabad
Date : 20.05.2014**

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

SHRI MATRE POWER & INFRASTRUCTURE LIMITED				
STATEMENT OF ASSETS AND LIABILITIES				
		Note No.	Figures at the end of March 31 2014	Figures at the end of March 31 2013
			₹	₹
I. EQUITY & LIABILITIES				
(1)	Shareholder's Funds:			
	(a) Share Capital	2.1	307,071,600	317,303,700
	(b) Reserves & Surplus	2.2	42,499,704	33,407,431
(2)	Non-Current Liabilities:			
	(a) Long Term Borrowings	2.3	30,725,467	30,844,576
(3)	Current Liabilities:			
	(a) Trade Payables	2.4	4,844,034	5,023,866
	(b) Other Current Liabilities	2.5	9,888,997	56,744,184
	Total:		395,029,802	443,323,757
II. ASSETS				
(1)	Non-Current Assets:			
	(a) Fixed Assets:			
	Tangible Assets	2.6	211,022,376	249,190,987
	(b) Non-Current Investments	2.7	0	10,250,000
	(c) Long-Term Loans and Advances	2.8	3,565,051	3,565,051
	(d) Other Non-Current Assets	2.9	109,751,995	91,233,827
(2)	Current Assets:			
	(a) Inventories	2.10	56,615,543	66,440,433
	(b) Trade Receivables	2.11	2,745,487	2,745,487
	(c) Cash and Cash Equivalents	2.12	10,499,007	19,130,698
	(d) Short Term Loans and Advances	2.13	830,343	767,274
	Total:		395,029,802	443,323,757
	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.21961

Sd/-
(CS T.LALITHA DEVI)
Company Secretary

Hyderabad
Date: 20.05.14

For and on behalf of the Board,

Sd/-
(D.V.MANO HAR)
Chairman & Managing Director

Sd/-
(B.K.SINHA)
Director

SHRI MATRE POWER & INFRASTRUCTURE LIMITED			
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2014			
	Note No.	Figures at the end of March 31 2014	Figures at the end of March 31 2013
		₹	₹
REVENUE:			
I. Revenue from Operations		0	0
II. Other Income	2.14	11,771,918	5,650,572
Profit on sale of asset		32,509,388	0
III. Total Revenue		44,281,306	5,650,572
IV. EXPENSES :			
Employee Benefit Expenses	2.15	2,408,811	2,465,414
Administration & Other Expenses	2.16	15,323,267	5,289,825
V. Depreciation	2.6	27,689,055	30,075,000
Total Expenses		45,421,133	37830239
VI Loss for the year		-1139827	-32179667
VI Add: Balance brought forward from previous year		-24241159	7,938,508
VII Balance Carried to Balance Sheet		-25380986	-24241159
Significant Accounting Policies and Notes to Accounts			
	2.18		
Our Report attached,			

For VENUGOPAL & CHENOY,
Chartered Accountants,

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

Sd/-
(CS T.LALITHA DEVI)
Company Secretary

Hyderabad
Date: 20.05.14

For and on behalf of the Board,

Sd/-
(D.V.MANO HAR)
Chairman & Managing Director

Sd/-
(B.K.SINHA)
Director

Shri Matre Power & Infrastructure Ltd.		21st Annual Report		
NOTE - 2.1 : SHARE CAPITAL				
	Figures at the end of March 31 2014	Figures at the end of March 31 2013		
	₹	₹		
Authorised:				
a) 30,00,00,000 Equity Shares of Rs.2/- each	600,000,000	600,000,000		
(Previous Year - 30,00,00,000 Equity Shares of Rs.2/- each)				
Total:	600,000,000	600,000,000		
Issued ,Subscribed & Paid up:				
15,35,35,800 Equity Shares of Rs.2/- each, fully paid up	307,071,600	320,714,400		
(Previous Year - 16,03,57,200 Equity Shares of Rs.2/- each, fully paid up)				
LESS:CALLS IN ARREARS (68,21,400 Partly paid shares to the extent of Rs.0.50 per share	0	-3,410,700		
	307,071,600	317,303,700		
Additional Notes:				
1) The details of shares in the Company held by each shareholder holding more than 5% shares.				
Name of the Shareholder	As at 31st March 2014		As at 31st March 2013	
	% 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

NOTE - 2.2 : RESERVES & SURPLUS					
		Figures at the end of March 31 2014	Figures at the end of March 31 2013		
		₹	₹		
a) Capital Reserve:					
Per last Balance Sheet		2,000,000	2,000,000		
Add: Profit on forfeiture of Shares		10,232,100	0		
b) Revaluation Reserve :					
Per last Balance Sheet		33,167,960	33,167,960		
c) General Reserve:					
Opening Balance		22,480,630	22,480,630		
d) Profit & Loss A/c as per annexed Account:					
		-25,380,986	-24,241,159		
	Total:	42,499,704	33,407,431		
NOTE - 2.3 : LONG TERM BORROWINGS					
		Figures at the end of March 31 2014	Figures at the end of March 31 2013		
		₹	₹		
Deferred Sales Tax From State Govt.A.P.		28,367,000	28,367,000		
Security Deposit from Dealers		2,358,467	2,477,576		
		30,725,467	30,844,576		
<u>Additional Notes:</u>					
Secured		0	0		
Unsecured		30,725,467	30,844,576		
Total:					

NOTE - 2.4 : TRADE PAYABLES					
		Figures at the end of March 31 2014	Figures at the end of March 31 2013		
		₹	₹		
Outstanding dues of Micro and Small Enterprises		0	0		
Other than Micro and Small Enterprises		4,844,034	5,023,866		
Total:		4,844,034	5,023,866		
<u>Disclosure relating to Micro and Small Enterprises:</u>					
i) (a) The principal amount remaining unpaid to the the end of the year		NIL	NIL		
i) (b) The interest due on the above amount, remaining supplier as at the end of the year		NIL	NIL		
ii) the amount of interest paid in terms of Section 16, amount of the payment made to the supplier beyond the day during each accounting year		NIL	NIL		
iii) the amount of interest due and payable for the period making payment (which have been paid but beyond the day during the year but without adding the interest Micro, Small and Medium Enterprises Development		NIL	NIL		
(iv) the amount of interest accrued and remaining unpaid of each accounting year; and		NIL	NIL		
(v) the amount of further interest remaining due and the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the disallowance as a deductible expenditure under Micro, Small and Medium Enterprises Development Act, 2006		NIL	NIL		

NOTE - 2.5- OTHER CURRENT LIABILITIES				
		Figures at the end of March 31 2014	Figures at the end of March 31 2013	
		₹	₹	
Other Payables		9,888,997	56,744,184	
Total:		9,888,997	5,67,44,184	
NOTE - 2.7 : CURRENT INVESTMENTS				
		Figures at the end of March 31 2014	Figures at the end of March 31 2013	
		₹	₹	
<u>Long Term Investments:</u>				
<u>NON TRADE</u>				
<u>Investment in Subsidiaries</u>				
32,100 Equity Shares of Rs.100/- each in Asia LPG Limited		0	10,250,000	
Total:		0	10,250,000	
NOTE- 2.8 : LONG TERM LOANS & ADVANCES				
		Figures at the end of March 31 2014	Figures at the end of March 31 2013	
		₹	₹	
<u>Deposits:</u>				
Deposits with Government Bodies		3,565,051	3,565,051	
			0	
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 - 2.9 : OTHER NON-CURRENT ASSETS			
		Figures at the end of March 31 2014	Figures at the end of March 31 2013	
		₹	₹	
	Other Advances and Deposits	43,082,354	24,500,815	
	Staff Advances & Employee Loans	69,641	133,012	
	Others	66,600,000	66,600,000	
	Total:	109,751,995	91,233,827	
	Secured, Considered good	0	0	
	Unsecured, Considered good	109,751,995	91,233,827	
	Doubtful	0	0	
	NOTE - 2.10: INVENTORIES			
		Figures at the end of March 31 2014	Figures at the end of March 31 2013	
		₹	₹	
	Stock of Cylinders ,Regulators,Steel and ACK Spares	56,454,543	66,279,433	
	Finished Goods	161,000		
	Total:	56,615,543	66,440,433	
	Inventories are valued at Cost or NRV whichever is lower			

NOTE - 2.11 : TRADE RECEIVABLES				
		Figures at the end of March 31 2014	Figures at the end of March 31 2013	
		₹	₹	
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	
NOTE - 2.12: CASH & BANK BALANCES				
		Figures at the end of March 31 2014	Figures at the end of March 31 2013	
		₹	₹	
			Rs.	
Cash & Cash Equivalents:				
Balances with Banks:				
- In Current Accounts		39,712	625,615	
-In Deposit Account		10,000,000	16,500,000	
-In Margin Money for BG		0	2,000,000	
-Interest Accrued on FD's at IOB		456,711	0	
Cash on hand		2,584	5,083	
Total:		10,499,007	19,130,698	
NOTE - 2.13- SHORT TERM LOANS & ADVANCES				
		Figures at the end of March 31 2014	Figures at the end of March 31 2013	
		₹	₹	
Advance Income Tax & TDS (Net of Provision)		830,343	767,274	
			0	
Total:		830,343	767,274	
Secured, Considered good		0	0	
Unsecured, Considered good		830,343	767,274	
Doubtful		0	0	

NOTE - 2.14 : OTHER INCOME

	Figures at the end of March 31 2014	Figures at the end of March 31 2013
	₹	₹
Bottling Charges	592,430	2,348,063
Sale of Cylinders	592,725	1,087,945
Other Miscellaneous Income	10,586,763	2,214,564
Total:	11,771,918	5,650,572

NOTE - 2.15 : EMPLOYEE BENEFIT EXPENSES

	Figures at the end of March 31 2014	Figures at the end of March 31 2013
	₹	₹
Salaries & Wages	2,281,349	2,324,913
<u>Contribution to Provident Fund & Other Funds:</u> Provident Fund, EPS & DLI	114,012	125,003
Staff Welfare Expenses	13,450	15,498
Total:	2,408,811	2,465,414

NOTE - 2.16 : ADMINISTRATIVE & OTHER EXPENSES

	Figures at the end of	Figures at the end of
	March 31 2014	March 31 2013
	₹	₹
Insurance	6,454	40,497
Rates & Taxes	658,491	1,022,976
Payments to Auditors:		
As Auditors	60,000	60,000
For Taxation Matters	15,000	15,000
Sundries:		
Security Charges	667,173	860,997
Travelling Expenses	1,134,815	385,048
Advertisement & Publicity	33,256	60,934
Postage & Telephone	218,377	66,532
Printing & Stationery	88,419	20,644
Bank Charges & Commission	50,227	18,617
Legal & Professional Fees	638,120	563,175
Transport & Conveyance	88,641	135,251
Power and Fuel	404,187	468,464
Repairs:		
Machinery	270	103,235
Assets Written Off	9,000,000	0
Others	19,315	3,931
Miscellaneous Expenses	2,240,522	1,464,524
Total:	15,323,267	5,289,825

₹

NOTE NO 2.6											
DESCRIPTION OF ASSET	DEP. %	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		AS AT	ADDITIONS	DELETIONS/ ADJUSTMENTS	AS AT	AS AT	FOR THE	DELETIONS/ ADJUSTMENTS	UPTO	AS AT	AS AT
		1.4.2013			31.03.2014	1.4.2013	PERIOD		31.03.2014	31.03.2014	31.03.2013
		₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
LAND	0.0000	53,060,699	-	5,959,919	47,100,780	-	-	-	-	47,100,780	53,060,699
BUILDINGS - FACTORY	0.0334	20,190,909	-	2,699,679	17,491,230	11,654,504	584,207	792,096	11,446,615	6,044,615	8,536,405
BUILDINGS - OTHERS	0.0163	22,169,968	-	-	22,169,968	6,295,303	361,370	-	6,656,674	15,513,294	15,874,665
PLANT & MACHINERY	0.0475	576,118,764	-	18,014,168	558,104,596	405,279,201	26,509,968	15,402,114	416,387,055	141,717,541	170,839,563
VEHICLES	0.0950	1,445,669	-	-	1,445,669	1,445,669	-	-	1,445,669	-	-
OFFICE EQUIPMENTS	0.0475	1,913,925	-	-	1,913,925	1,458,289	90,911	-	1,549,200	364,725	455,636
COMPUTERS	0.1621	3,770,925	-	-	3,770,925	3,770,925	-	-	3,770,925	-	-
OTHER EQUIPMENTS	0.0475	243,159	-	-	243,159	214,521	11,550	-	226,071	17,088	28,638
MISCELLANEOUS ASSETS	0.0475	3,087,173	-	-	3,087,173	2,676,198	146,641	-	2,822,839	264,334	410,975
CYLINDERS	0.1621	355,382,579	-	-	355,382,579	355,380,440	2,139	-	355,382,579	-	2,139
REGULATORS	0.1621	72,932,780	-	-	72,932,780	72,932,780	-	-	72,932,780	-	-
FURNITURE & FIXTURES	0.0633	6,369,055	-	-	6,369,055	6,589,169	(220,114)	-	6,369,055	-	(220,114)
TECHNICAL KNOWHOW	0.1000	10,172,824	-	-	10,172,824	9,970,442	202,382	-	10,172,824	-	202,383
TOTAL		1,126,858,429	-	(26,673,766)	1,100,184,663	877,667,442	27,689,055	16,194,210	889,162,287	211,022,376	249,190,987
PREVIOUS YEAR		1,126,858,429	-	-	1,126,858,429	847,592,207	30,075,237	-	877,667,442	249,190,987	279,266,222

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 except Technical Know-how, is provided on Straight Line Method, as per the rates prescribed in Schedule – XIV to the Companies Act, 1956. Depreciation on additions made during the year is provided proportionately for the period for which the assets have been put to use, starting at the month subsequent to the month in which the asset was put to use. Depreciation on Technical Know-how is provided on straight line method at 10% per annum

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 realizable value.
- c) Cylinders, Valves, Adapters, 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 Rs.10,000/- in each case is debited/credited to relevant Heads of Account.

7. PREPAID EXPENSES:

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

8. FOREIGN CURRENCY TRANSACTION:

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.

2.18 NOTES ON ACCOUNTS

1. CONTINGENT LIABILITIES

(Rs.in,000s)

	As on 31.03.2014	As on 31.03.2013
Differential Customs Duties demanded by Customs authorities pending in Appeals	352.77	352.77

2. As the operations of the company by way of Bottling of 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. The Company is entitled for deferred payment of Sales tax due to Government of Andhra Pradesh under New Comprehensive Scheme of State Incentives, 1992 (NCSSI) for Kakinada Unit. Such deferred amount is payable by the company at the end of 10 years. Under the Scheme, the company has deferred payment of a sum of Rs.283.67 Lakhs to the Government of Andhra Pradesh and the same is shown under "Long Term Borrowings Loans".
6. All Current Assets as at 31.03.2014 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.
7. Investments (Schedule V) of the Company are long-term investments. Hence, no provision is made for diminution in the value of Investments as it is temporary.

8. Quantitative details and value of consumption of materials, opening and closing stock.								
			2013-14			2012-13		
			KKD			KKD	HYD	B'LORE
(i)	Annual Installed Capacity (MT)		45000			45000	20000	12000
(ii)	Production (MT)		-	0	0	-	0	5.322
(iii)	Capacity Utilization Bottling Of LPG (MT)%							
			-	0	0		0	0.0443
			2013-14			2012-13		
			Qty.	Value		Qty.	Value	
			MT	Rs,000		MT	Rs,000	
(iv)	Opening Stock of LPG			0	0		0	0
(v)	Closing Stock			0	0		0	0
(vi)	Turnover:							
	Bottled LPG			0	0		0	0
(vi)	Auto Conversion Kits							
			2013-14			2012-13		
			Qty.	Value		Qty.	Value	
			Nos.	Rs,000		Nos.	Rs,000	
(vii)	Closing Stock of Kits			23	161		23	161
(viii)	Kits Turnover			0	0		0	0

9 MANAGERIAL REMUNERATION (Rs'in lacs)								
					2013-14		2012-13	
					Salary	Perks	Salary	Perks
						(000)		(000)
Managing Director					576	90	576	90

10. Segment information for the year ended 31st March 2014

(I) Information about Primary Business Segments (Rupees in '000s)

	Liquefied Petroleum Gas		Auto Conversion Kits		Total		
	2014	2013	2014	2013	2014	2013	
Revenue							
External	0	0	0	0	0	0	
Inter segment				0			
Total Revenue	0	0	0	0	0	0	
Result							
Segment result	-1140	--32180	0	0	-1140	--32180	
Unallocated expenditure net of unallocated income	0	0	0	0		0	
Interest expenses			0	0			
Interest income	0	0		0		0	
Provision for Taxation	0	0	0	0		0	
Profit/(loss) after taxation and before exceptional items	-1140	-32180	0	0	-1140	-32180	
Exceptional items	0	0	0	0	0		
Net Profit	-1140	-32180	0	0	-1140	-32180	
Other information							
Segment assets	394583	-442878	447	447	395030	-443325	
Segment liabilities	44210	91369	1244	1244	45454	92613	
Capital expenditure				0			
Depreciation	26672	29058	1017	1,017	27689	30075	
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

---Liquefied 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.

11. 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:**

Mr. D. V. Manohar

Mr. S .V.Subramanian

Sitting fee of Rs.111 Thousands (Previous Year-Rs.41.5 Thousands) was paid during the year.

(2) 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.

12. 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.

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

For and on behalf of the Board of Directors

**For VENUGOPAL & CHENYOY,
Chartered Accountants,**

Sd/-

(CA P.V.SRI HARI)**Partner****Membership No.21961**

Sd/-

(D.V.MANOHAR)**Chairman & Managing Director**

Sd/-

(CS T.LALITHA DEVI)**Company Secretary**

Sd/-

(B.K.SINHA)**Director****Hyderabad****Date: 20.05.14**

SHRI MATRE POWER & INFRASTRUCTURE LIMITED				
(formerly Shri Shakti LPG Limited)				
	YEAR ENDED 31.03.14		YEAR ENDED 31.03.13	
A: CASH FLOW FROM OPERATING ACTIVITIES:	₹.'000s	₹.'000s	₹.'000s	₹.'000s
PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS		-1140		-32180
ADJUSTMENTS FOR :				
DEPRECIATION	27670		30075	
FOREIGN EXCHANGE	0		0	
INVESTMENTS	0		0	
INTEREST/DIVIDEND	0		0	
		27670		30075
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		26530		-2105
ADJUSTMENTS FOR :				
TRADE AND OTHER RECEIVABLES	0		566	
INVENTORIES	-9825		412	
TRADE PAYABLES	-46719		21024	
		-56,544		22,002
CASH GENERATED FROM OPERATIONS		-30014		19897
B. CASH FLOW FROM INVESTING ACTIVITIES				
PURCHASE / REDUCTION OF FIXED ASSETS	38168		0	
		38168		0
NET CASH USED IN INVESTING ACTIVITIES	0	8154	0	19897
C. CASH FLOW FROM FINANCING				
PAYMENT OF LONG-TERM BORROWINGS	119		-335	
INCREASE IN NON CURRENT ASSETS	-16,905		-518	
NET CASH USED IN FINANCING ACTIVITIES		-16786		-853
NET INCREASE IN CASH AND CASH EQUIVALENTS		-8632		19044
CASH AND CASH EQUIVALENT AS AT 1.4.13		19131		87
CASH AND CASH EQUIVALENT AS AT 31.3.14		10499		19131

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

<p>Sd/- D.V.Manohar Chairman&Managing Director</p>	<p>Sd/- B.K.Sinha Director</p>
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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 31.03.2014 and 31.03.2013. 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 & CHENYOY
Chartered Accountants

PLACE: HYDERABAD
DATE:20.05.2014

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

BALANCE SHEET ABSTRACT AND A COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details

State Code

Registration No

Balance Sheet
Date Month Year

II. Capital Raised during the year (Amount in Thousands)

Public Issue	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>	Rights Issue	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>
Bonus Issue	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>	Private Placement	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>

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

Total Liabilities	<input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="3"/> <input type="text" value="9"/> <input type="text" value="5"/> <input type="text" value="0"/> <input type="text" value="2"/> <input type="text" value="9"/>	Total Assets	<input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="3"/> <input type="text" value="9"/> <input type="text" value="5"/> <input type="text" value="0"/> <input type="text" value="2"/> <input type="text" value="9"/>
Sources of Funds			
Paid-up Capital	<input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="3"/> <input type="text" value="0"/> <input type="text" value="7"/> <input type="text" value="0"/> <input type="text" value="7"/> <input type="text" value="1"/>	Reserves & Surplus	<input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="4"/> <input type="text" value="2"/> <input type="text" value="4"/> <input type="text" value="9"/> <input type="text" value="9"/>
Secured Loans	<input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/>	Unsecured Loans	<input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="3"/> <input type="text" value="0"/> <input type="text" value="7"/> <input type="text" value="2"/> <input type="text" value="5"/>
Application of Funds			
Net Fixed Assets	<input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="2"/> <input type="text" value="1"/> <input type="text" value="1"/> <input type="text" value="0"/> <input type="text" value="2"/> <input type="text" value="2"/>	Investments	<input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/>
Net Current Assets	<input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="1"/> <input type="text" value="6"/> <input type="text" value="9"/> <input type="text" value="2"/> <input type="text" value="7"/> <input type="text" value="5"/>	Misc. Expenditure	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>
Accumulated Losses	<input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/>		

IV. Performance of Company (Amount in Rupees)

Turnover	<input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="1"/> <input type="text" value="1"/> <input type="text" value="7"/> <input type="text" value="7"/> <input type="text" value="1"/>	Total Expenditure	<input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="1"/> <input type="text" value="7"/> <input type="text" value="7"/> <input type="text" value="3"/> <input type="text" value="1"/>
Profit / Loss Before Tax	<input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="1"/> <input type="text" value="1"/> <input type="text" value="4"/> <input type="text" value="0"/>	Profit / Loss After Tax	<input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="1"/> <input type="text" value="1"/> <input type="text" value="4"/> <input type="text" value="0"/>
+ -	<input type="text" value="-"/>	+ -	<input type="text" value="-"/>

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

Earning per Share in Rs. 0 Ps Dividend

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

Item Code No. (ITC Code)
Product Description

Item Code No. (ITC Code)
Product Description

Item Code No. (ITC Code)
Product Description

For and on behalf of the Board of Directors

Sd/-
D V MANOHAR
Chairman &
Managing Director

Sd/-
B K SINHA
Director

**SHRI MATRE POWER & INFRASTRUCTURE
(Formerly SHRI SHAKTI LPG LTD.)**

Venus Plaza, Adjacent to Airport, Begumpet, Hyderabad – 500 016

ATTENDANCE SLIP

Twenty First Annual General Meeting on Monday, the 29th September, 2014 at 10:30 A.M.

Regd. Folio No. _____ DP ID* _____

Full Name of the Shareholder / Proxy attending the meeting Client ID _____

(First Name) (Second Name) (Surname)

FIRST HOLDER / JOINT HOLDER / PROXY**
(Strike out whichever is not applicable)

FULL NAME OF FIRST HOLDER _____
(If Joint holder / Proxy attending) (First Name) (Second Name) (Surname)

Signature of the Shareholder / Proxy _____

*Applicable for investors holding shares in electronic form

**Strike out whichever is not applicable

**SHRI MATRE POWER & INFRASTRUCTURE
(Formerly SHRI SHAKTI LPG LTD.)**

Venus Plaza, Adjacent to Airport, Begumpet, Hyderabad – 500 016

PROXY FORM

I / We _____ of

_____ in the State of _____ being a member / members of Shri Shakti LPG Ltd., hereby appoint _____ of _____ in the State of _____ or failing him / her _____ of _____ in the State of _____ as my / our proxy to vote for me / us and on my / our behalf at the 21st Annual General Meeting on Monday, the 29th September, 2014 at 10:30 A.M. at Hari Hara Kala Bhavan, S.P. Road, Secunderabad and at any adjourned meeting hereof.

As witness my / our hand / hands is / are affixed this _____ day of _____ 2014.
(date) (month)

Regd. Folio No. _____ Signature _____

DP ID _____

Client ID _____

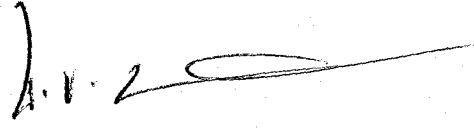

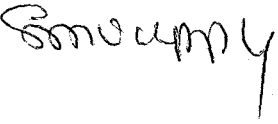

Affix
Re.1.00
Revenue
Stamp

- Note : 1. The Proxy need not be a member of the Company
2. 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.

FORM A

COVERING LETTER OF THE ANNUAL AUDIT REPORT

TO BE FILED WITH THE STOCK EXCHANGES

1	Name of the Company	SHRI MATRE POWER AND INFRASTRUCTURE LTD. (Formerly Shri Shakti LPG Ltd.)
2	Annual financial statements for the year ended	31-MAR-2014
3	Type of audit observation	UN-QUALIFIED
4	Frequency of observation	Not applicable
5	Signed by : i) D.V. Manohar Chairman Cum Managing Director  ii) Mr. S.V. Subramanian Vice-President (Finance)  iii) Audit Committee Chairman  iv) Auditors For Venugopal & Chenoy Chartered Accountants FRN NO: 004671S  (P.V.Srihari) Partner M. No: 21961 