

Regd. & Correspondence Office : 317, Maker Chamber V, 221, Nariman Point, Mumbai - 400 021. INDIA
Tel No.: 22823852/53 / CIN - L40102MH1979PLC021614 / Email: kratoseail@gmail.com/dvfl@rediffmail.com

Date: 1st October, 2016

To,
Corporate Relationship Department,
BSE Limited,
P. J. Towers, Dalal Street, Fort,
Mumbai-400 001.
Scrip Code: 501261

Dear Sir,

Sub: Proceedings and Voting Results of the 36th Annual General Meeting ("AGM") of the Company

This is to inform that the 36th Annual General Meeting of the Company was held on Friday, 30th September, 2016 at 11.30 a.m. at the registered office of the Company at 317, Maker Chamber V, 21, Nariman Point, Mumbai – 400021.

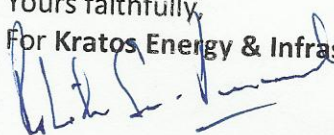
In this regard, please find enclosed the following:

1. Summary of the proceedings of the AGM of the Company as required under Regulation 30 Part A of Schedule – III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") - **Annexure - I**
2. Voting results of the business transacted at the AGM, as required under Regulation 44 of the Listing Regulations - **Annexure – II**
3. Consolidated Report of the Scrutinizer dated 1st October, 2016 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 – **Annexure III**

Kindly take the above information on your records and oblige.

Thanking you,

Yours faithfully,
For Kratos Energy & Infrastructure Limited,


(Rohinton Sam Poonawala)
Director
DIN: 06890906



Annexure -I

Following is the summary of the proceedings at the 36th Annual General Meeting of Kratos Energy & Infrastructure Limited held on Friday, 30th September, 2016 at 11.30 a.m. at the Registered office of the Company situated at 317, Maker Chamber V, 221, Nariman Point, Mumbai – 400 021:

Quorum - 7 members were present in person. No proxies were received by the Company. Mr. Rohinton Poonawala, Director, presided over the chair. The Chairman announced that the requisite quorum for the meeting was present and that the meeting is validly constituted, and called the meeting to an order. He welcomed the members.

The Chairman stated that the Statutory Registers, Auditors' Report and Secretarial Auditor's Report were available for the inspection.

Notice was taken as read with the permission of members. He apprised the members with the performance of the Company for the year 2015-2016.

The qualifications, observations and comments as mentioned in the Secretarial Auditors' Report for the financial year ended 31st March 2016 were read at the meeting. There was no qualification or remark in the Audit Report for the year ended 31st March 2016.

Chairman invited the Members present to seek any clarification/explanation, if any, in respect of matters set out in the Annual Report for the financial year 2015-16 and the operations and financials of the Company for the said period. There were some queries which were satisfactorily replied by the Chairman.

Chairman stated that the remote e-voting facility was provided pursuant to Section 108 of the Companies Act, 2015 for voting on all the resolutions. He informed about the ballot paper voting arrangements made at the AGM for those who are present at the meeting and have not voted through remote e-voting facility. Mrs. Jayshree A. Lalpuria Practicing Company Secretary was appointed as the Scrutinizer to conduct the ballot process in a fair and transparent manner, scrutinize the e-voting process and ballot papers and submit her report.

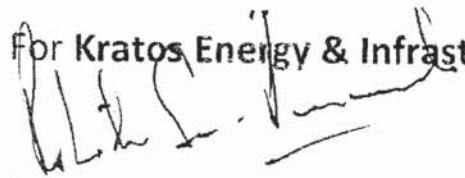
The resolutions for all the agenda items no. 1 to 4 were proposed and seconded by the members present. The Chairman then ordered poll/ballot process on all the resolutions as set out in the Notice of the AGM. All the resolutions were discussed and clarifications were provided by the Chairman.

The Scrutinizer conducted the ballot process. The Chairman informed that the combined result of e-voting and ballot would be declared within two days of the conclusion of the meeting and the same would be intimated to the Stock Exchange and uploaded on the website of the

Company. Thereafter, the meeting concluded with a vote of thanks to the chair. The Scrutinizer submitted the combined result to the Chairman. The Chairman declared on October 1, 2016 that the following 4 items as set out in the Notice have been passed unanimously.

1. Adoption of Financial Statements for the year ended 31st March, 2016 together with the reports of the Directors' and Auditors' thereon.
2. Appointment of Director in place of Mrs. Sandhya Kotian who retires by rotation and being eligible, offers herself for re-appointment.
3. Ratification of appointment of M/s. J. C. Desai & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration.
4. Appointment of Mr. Rohinton Sam Poonawala as Independent Director, not liable to retire by rotation.

For Kratos Energy & Infrastructure Limited,



(Rohinton Sam Poonawala)
Director
DIN: 06890906



KRATOS ENERGY & INFRASTRUCTURE LIMITED

Annexure- I

36th Annual General Meeting (AGM) Voting Results

Date of the AGM/EGM	30 th September, 2016
Total Number of Shareholders on record date	63
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	1 6
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not arranged



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Agenda-wise disclosure

Resolution 1: Adoption of the Audited financial statement for the year ended 31st March, 2016 together with the reports of Directors and Auditors thereon.

Resolution required: Ordinary/Special			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	490051	0	0	0	0	0	0
	Poll		490051	100	490051	0	100	0
	Total		490051	100	490051	0	100	0
Public – Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Non Institutions	E-Voting	509949	0	0	0	0	0	0
	Poll		186040	36.48	186040	0	100	0
	Total		186040	36.48	186040	0	100	0
Total		1000000	676091	67.61	676091	0	100	0



Resolution No. 2: Appointment of Mrs. Sandhya Kotian (DIN: 07129237) as Director, who retires by rotation and being eligible, offers herself for re-appointment.

Resolution required: Ordinary/Special			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	490051	0	0	0	0	0	0
	Poll		490051	100	490051	0	100	0
	Total		490051	100	490051	0	100	0
Public – Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Non Institutions	E-Voting	509949	0	0	0	0	0	0
	Poll		186040	36.48	186040	0	100	0
	Total		186040	36.48	186040	0	100	0
Total		1000000	676091	67.61	676091	0	100	0



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Resolution No. 3: Ratification of appointment of M/s. J. C. Desai & Co., Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration.

Resolution required: Ordinary/Special			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	490051	0	0	0	0	0	0
	Poll		490051	100	490051	0	100	0
	Total		490051	100	490051	0	100	0
Public – Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Non Institutions	E-Voting	509949	0	0	0	0	0	0
	Poll		186040	36.48	186040	0	100	0
	Total		186040	36.48	186040	0	100	0
Total		1000000	676091	67.61	676091	0	100	0



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Resolution No. 4: Appointment of Mr. Rohinton Sam Poonawala as an Independent Director.

Resolution required: Ordinary/Special			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	490051	0	0	0	0	0	0
	Poll		490051	100	490051	0	100	0
	Total		490051	100	490051	0	100	0
Public – Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Non Institutions	E-Voting	509949	0	0	0	0	0	0
	Poll		186040	36.48	186040	0	100	0
	Total		186040	36.48	186040	0	100	0
Total		1000000	676091	67.61	676091	0	100	0





Jayshree A. Lalpuria & Co.

Practising Company Secretaries

14, Adarsh, 9/83, Nehru Road, Near HDFC Bank, Vile Parle (East), Mumbai-400 057.
Tel. : 2612 1371 Fax : 2611 1371 Cell : 98209 96575 Email : jayshreelalpuria@gmail.com

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the
Companies (Management and Administration) Rules, 2014]

To
The Chairman
Kratos Energy & Infrastructure Limited,
317, Maker Chamber V,
21, Nariman Point,
Mumbai – 400021.

Dear Sir,

1. I, Jayshree A. Lalpuria, Practising Company Secretary, having office at 14, Adarsh, 83, Nehru Road, Near HDFC Bank, Vile Parle (East), Mumbai -400 057, have been appointed as the Scrutinizer by the Board of Directors of Kratos Energy & Infrastructure Limited, ("the Company") for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 on the 4 (Four) resolutions contained in the notice dated 12th August, 2016 convening the 36th Annual General Meeting (AGM) of the Members of the Company, held on Friday, 30th September, 2016 at 11.30 a.m. at the Registered Office of the Company situated at 317, Maker Chamber V, 21, Nariman Point, Mumbai – 400021.
2. I was also appointed as the Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on 30th September, 2016.
3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholder at the said AGM on the resolutions contained in the notice to the said AGM. My responsibility as the Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizers' Report of the total votes cast in favour or against, if any to the Chairman on the resolutions, based on the reports generated from the remote e-voting system provided by National Securities Depository Limited, the authorized agency to provide e-voting facilities, engaged by the Company and the report for voting by use of ballots at the meeting.
4. Further to above, I submit my report as under:



- 4.1 The remote e-voting period remained open from 9.00 a.m. on Tuesday, 27th September, 2016 up to 5.00 p.m. on Thursday, 29th September, 2016.
- 4.2 The Shareholders holding shares as on the cut-off date i.e. 23rd September, 2016, were entitled to vote on the proposed 4 (Four) resolutions set out in the Notice convening 36th Annual General Meeting of the Company.
- 4.3 The Chairman at the 36th Annual General Meeting, at the end of discussions on the resolutions contained in the Notice, allowed voting through ballot at the venue to all those members who were present at the meeting but have not cast their vote by availing remote E-voting.
- 4.4 After conclusion of the voting at the AGM, the poll papers were reconciled with the records maintained by the Company and Registrar & Transfer Agents with respect to the Authorization/proxies lodged with the Company.
- 4.5 The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses, namely, Ms. Jeethi Pillai and Ms. Riddhi Kulkarni who are not in the employment of the Company. Thereafter, the e-voting results containing, inter-alia the list of Shareholders who have voted in favour or against the resolutions or who have abstained from voting were downloaded from the e-voting website of National Security Depository Limited i.e (<https://www.evoting.nsdl.com>)



4.6 The consolidated result of the remote e-voting and voting at the meeting is as under:

a) **Resolution No. 1 – Ordinary Resolution - Adoption of Audited Financial Statements for the year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon.**

i) Voted in **favour** of the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	7	676091	100
Total	7	676091	100

ii) Voted **against** the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	0	0	0
Total	0	0	0

iii) **Invalid** Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	0	0
Total	0	0



b) Resolution No. 2 – Ordinary Resolution – Appointment of Director in place of Mrs. Sandhya Kotian (DIN: 07129237), who retires by rotation.

i) Voted in **favour** of the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	7	676091	100
Total	7	676091	100

ii) Voted **against** the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	0	0	0
Total	0	0	0

iii) **Invalid** Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	0	0
Total	0	0



c) **Resolution No. 3 – Ordinary Resolution – Ratification of appointment of M/s. J. C. Desai & Co., Chartered Accountants (ICAI Firm Registration No. 102311W) as Statutory Auditors of the Company and to fix their remuneration.**

i) Voted in **favour** of the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	7	676091	100
Total	7	676091	100

ii) Voted **against** the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	0	0	0
Total	0	0	0

iii) **Invalid** Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	0	0
Total	0	0



d) **Resolution No. 4 – Ordinary Resolution – Appointment of Mr. Rohinton Sam Poonawala as Independent Director, not liable to retire by rotation.**

i) Voted in **favour** of the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	7	676091	100
Total	7	676091	100

ii) Voted **against** the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	0	0	0
Total	0	0	0

iii) **Invalid** Votes:

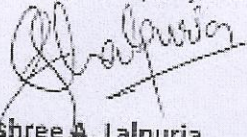
Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	0	0
Total	0	0

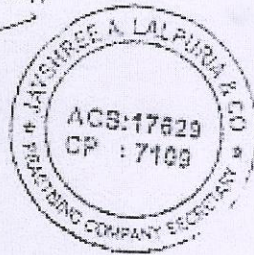


5. The register and all other papers relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter, the same will be handed over to the Company.

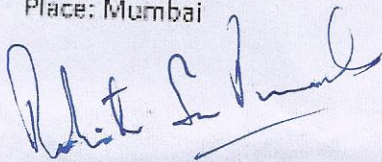
Thanking you,

Yours faithfully,
For Jayshree A. Lalpuria & Co.
Practising Company Secretary,


Jayshree A. Lalpuria
(Proprietor)



Date: 1st October, 2016
Place: Mumbai



Chairman of the Meeting
Kratos Energy & Infrastructure Limited

