

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: 27th September, 2018

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

Scrip Code: 526490.

Dear Sir,

Sub: Proceedings and Voting Results of the 38th Annual General Meeting ("AGM") of the Company

This is to inform that the 38th Annual General Meeting of the Company was held on Thursday, 27th September, 2018 at 11.00 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 read with 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(3) of the Listing Regulations - **Annexure – II**
3. Consolidated report of the Scrutinizer dated 27th September, 2018 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
Rohinton Sam Poonawala
Director
(DIN:06890906)



ANNEXURE I

SUMMARY PROCEEDINGS OF THE 38TH ANNUAL GENERAL MEETING

I. Day, Date, Time and Venue of the Meeting

The 38th Annual General Meeting of the Company was held on Thursday, 27th September, 2018 at 11.00 A.M. at the registered office of the Company at 317, Maker Chamber V, 21, Nariman Point, Mumbai – 400021.

II. Proceedings in brief

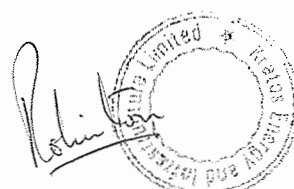
- Quorum - 9 members were present in person. No proxies were received by the Company. Mr. Rohinton Sam Poonawala, Director, presided over the chair. The Chairman announced that the requisite quorum for the meeting was present and that the meeting was validly constituted, and called the meeting to an order. He welcomed the members.
- The Chairman stated that the Statutory Registers, Auditors' Report and Secretarial Auditor's Report were available for the inspection.
- With the consent of the shareholders, the notice convening the meeting, the Audited financial Statements for the year ended 31st March, 2018, Directors' Report and Annexure thereto were taken as read.
- The qualifications, observations and comments as mentioned in Secretarial Auditors' Report for the financial year ended 31st March 2018 were read at the meeting. There was no qualification, reservation or remark in the Statutory Audit Report for the year ended 31st March 2018.
- 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 2017-18 and the operations and financials of the Company for the said period. There were some queries which were satisfactorily replied by the Chairman.

III Brief details of items deliberated and results thereof

The Chairman informed the members about the business to be transacted at the Meeting. As per Notice dated 13th August, 2018 convening the 38th AGM of the Company, the following businesses were transacted at the meeting. Resolutions Nos. 1 to 3 were Ordinary Resolutions and Resolutions No. 4 & 5 were Special Resolutions—

Ordinary Business

1. Adoption of audited financial statements of the Company for the year ended 31st March, 2018 the reports of the Board of Directors and Auditors thereon.
2. Re-appointment of Mrs. Sandhya Kotian (DIN: 07129237) as Director, who retires by rotation and being eligible, offers herself for re-appointment.
3. Appointment of Mr. Vivek Gadiyar (DIN – 01486488) as a Director of the Company



The image shows a handwritten signature in blue ink, which appears to be 'Rohinton Sam Poonawala'. To the right of the signature is a circular stamp. The stamp contains the text 'Rohinton Sam Poonawala' around the perimeter and 'Director' in the center. There is also a small star symbol in the center of the stamp.

Special Business

4. Re-appointment of Mr. Irfan Ajaz Ahmad Khan (DIN: 02258102) as an Independent Director for a second term of 5 years.
5. Authorisation to give loans/ guarantees, provide securities and make investments in accordance with section 186 of Companies Act, 2013.

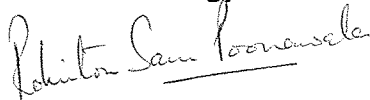
IV Manner of approval

- The Chairman then informed the members that remote e-voting facility was provided pursuant to Section 108 of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for voting on all the resolutions which commenced on 24th September, 2018 at 9.00 AM to 26th September, 2018 till 5.00 PM. Further, he informed the Members that necessary arrangements were made for voting through Ballot papers on all resolutions/items set out in the Notice to be passed at the AGM, for those members who were present in person, and who had not exercised their vote through the remote e-voting facility.
- Mrs. Jayhsree 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 his report.
- 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.

V Results of Voting

- 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.
- Post the conclusion of the voting at the venue, the Scrutinizer submitted the combined result to the Chairman. The Chairman declared on 27th September, 2018 that all the resolutions have been passed with requisite majority.

For Kratos Energy & Infrastructure Limited,




Rohinton Sam Poonawala
Director
(DIN:06890906)



KRATOS ENERGY & INFRASTRUCTURE LIMITED

38th Annual General Meeting (AGM) Voting Results

Date of the AGM/EGM	27 th September, 2018
Total Number of Shareholders on record date	60
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	1 8
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not arranged




Robinton San Bonaventura

Agenda-wise disclosure

Resolution 1: Adoption of the Audited financial statement for the year ended 31st March, 2018 together with the reports of Directors and Auditors thereon.

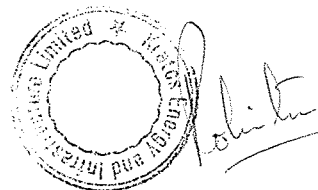
Resolution required: Ordinary/Special			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of 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	100.00	490051	0	100.00	0
	Total		490051	100.00	490051	0	100.00	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		169891	33.32	169891	0	100.00	0
	Total		169891	33.32	169891	0	100.00	0
Total		1000000	659942	65.99	659942	0	100.00	0



Prabir

Resolution No. 2: Re-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	100.00	490051	0	100.00	0
	Total		490051	100.00	490051	0	100.00	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		169891	33.32	169891	0	100.00	0
	Total		169891	33.32	169891	0	100.00	0
Total		1000000	659942	65.99	659942	0	100.00	0



Resolution No. 3: Appointment of Mr. Vivek Gadiyar (DIN – 01486488) as a Director of the Company

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	100.00	490051	0	100.00	0
	Total		490051	100.00	490051	0	100.00	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		169891	33.32	169891	0	100.00	0
	Total		169891	33.32	169891	0	100.00	0
Total		1000000	659942	65.99	659942	0	100.00	0


Rohit



Resolution No. 4: Re-appointment of Irfan Ajaz Ahmad Khan (DIN: 02258102), as an Independent Director for a second term of 5 years.

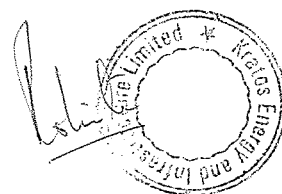
Resolution required: Ordinary/Special			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of 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	100.00	490051	0	100.00	0
	Total		490051	100.00	490051	0	100.00	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		159540	31.29	159540	0	100.00	0
	Total		159540	31.29	159540	0	100.00	0
Total		1000000	649591	64.96	649591	0	100.00	0

Irfan Ajaz Ahmad Khan



Resolution No. 5: Authorisation to give loans/ guarantees, provide securities and make investments in accordance with section 186 of Companies Act, 2013

Resolution required: Ordinary/Special			Special					
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	100.00	490051	0	100.00	0
	Total		490051	100.00	490051	0	100.00	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		169891	33.32	169891	0	100.00	0
	Total		169891	33.32	169891	0	100.00	0
Total		1000000	659942	65.99	659942	0	100.00	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

Consolidated Report of the Scrutinizer

[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 of 38th Annual General Meeting of
the Equity Shareholders of 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 Pratik Panels Limited, ("the Company") at their meeting held on 13th August, 2018 for the purpose of
 - a. scrutinizing the remote e-voting process 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 and;
 - b. scrutinizing the voting process at the 38th Annual General Meeting ("AGM") of the members of the Company held on Thursday, 27th September, 2018 at 11.00 a.m. at the Registered Office of the Company situated at 317, Maker Chamber V, 21, Nariman Point, Mumbai – 400021.

in a fair and transparent manner and ascertaining the requisite majority on the 5 (Five) resolutions contained in the notice dated 13th August, 2018 convening the said AGM.

Management's Responsibility

2. 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.

Scrutinizer's Responsibility

3. 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:

Cut-off date

- 4.1 The Shareholders holding shares as on the cut-off date i.e. 20th September, 2018, were entitled to vote on the proposed 5 (Five) resolutions set out in the Notice convening 38th Annual General Meeting of the Company.

Remote e-voting process and Voting at the AGM

- 4.2 The remote e-voting period remained open from 9.00 a.m. on Monday, 24th September, 2018 up to 5.00 p.m. on Wednesday, 26th September, 2018.
- 4.3 The Chairman at the 38th 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 shareholders who were present at the meeting but have not cast their vote by availing remote E-voting.
- 4.4 After the announcement of voting by the Chairman, ballot box kept for voting was locked/sealed in my presence.
- 4.5 On completion of voting at the AGM, the ballot box was subsequently unlocked and poll papers were serially numbered and reconciled with the records maintained by the Registrar & Transfer Agents of the Company and Authorization/proxies lodged with the Company.
- 4.6 The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses, namely, Ms. Kalpita Poojary and Ms. Roshani Shah 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>)

Consolidated Results

- 4.7 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, 2018, the reports of the Board of Directors and Auditors thereon.

i) Voted in favour of the Resolution:

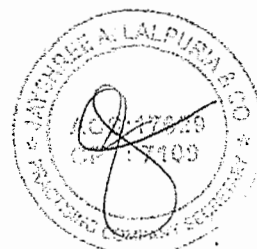
Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	9	659942	100
Total	9	659942	100

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 and offers herself for re-appointment.

i) Voted in favour of the Resolution:

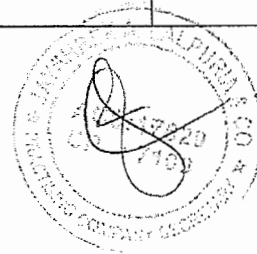
Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	9	659942	100
Total	9	659942	100

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 – Appointment of Mr. Vivek Gadiyar (DIN – 01486488) as a Director of the Company.**

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	9	659942	100
Total	9	659942	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 – Special Resolution – Re-appointment of Mr. Irfan Ajaz Ahmad Khan (DIN: 02258102) as an Independent Director for a second term of 5 years.

i) Voted in favour of the Resolution:

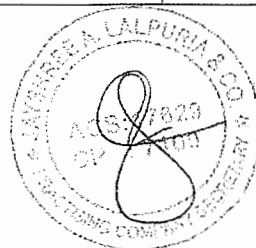
Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	8	649591	100
Total	8	649591	100

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



e) Resolution No. 5 – Special Resolution – Authorisation to give loans/ guarantees, provide securities and make investments in accordance with section 186 of Companies Act, 2013.

i) Voted in favour of the Resolution:

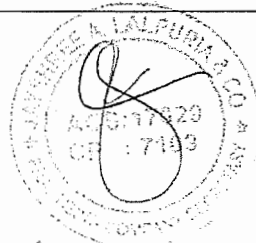
Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	9	659942	100
Total	9	659942	100

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:

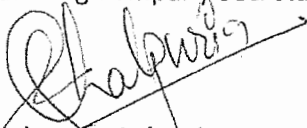
Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	0	0
Total	0	0



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.
6. On the basis of the scrutiny of the votes cast by poll papers and through remote e-voting the Resolution No. 1 to Resolution No. 5 as set out in the Notice of the AGM have been passed by the Shareholders of the Company with the requisite majority.
7. The Company may accordingly declare the aforesaid results of voting as required.

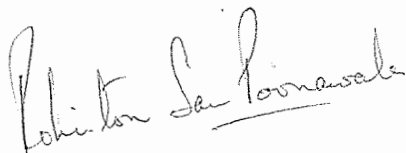
Thanking you,

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


Jayshree A. Lalpuria
(Proprietor)



Date: 27th September, 2018





Chairman of the Meeting
Kratos Energy & Infrastructure Limited