

KRATOS ENERGY AND INFRASTRUCTURE LIMITED

CIN No.: L40102MH1979PLC021614

Registered Office: 317, Maker Chamber V, 221, Nariman Point,
Mumbai-400 021

Email: dvfl@rediffmail.com

NOTICE

Notice is hereby given that the 36th Annual General Meeting of the Company will be 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 to transact the following businesses-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statement of the Company for the financial year ended 31st March, 2016 along with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sandhya Kotian (DIN:07129237), who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration. In this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, and pursuant to the recommendations of the Audit Committee of the Board of Directors, members hereby ratify the appointment of M/s. J. C. Desai & Co., Chartered Accountants (Firm Registration No: 102311W), (who were appointed as Statutory Auditors at the Annual General Meeting held on 30th September, 2015 for a period of 5 years till the conclusion of the 40th AGM), as the Statutory Auditors of the Company to hold office until the conclusion of the 40th Annual General Meeting of the Company to be held for the financial year ended 31st March, 2020 and on such remuneration as may be decided by the Board of Directors.”

SPECIAL BUSINESS:

4. To regularize appointment of Mr. Rohinton Sam Poonawala as an Independent Director of the Company not liable to retire by rotation:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 & 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Rohinton Sam Poonawala (DIN-06890906), who was appointed as an Additional Director of the Company by the Board of Directors on recommendation of Nomination and Remuneration Committee, w.e.f. 13th November, 2015, pursuant to provisions of Section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years up to 12th November, 2020.”

Registered Office:
317, Maker Chamber V
221, Nariman Point
Mumbai - 400021

Date: 12th August, 2016
Place: Mumbai

By Order of the Board,
For **Kratos Energy & Infrastructure Ltd.**

(Rajesh Pawar)
Whole Time Director
DIN: 00232533

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% (ten percent) of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Members/Proxies should bring the enclosed Attendance Slip duly filled in, for attending the meeting.
4. Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The relevant Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, in respect of item no. 4 of the Notice as set out above, is annexed hereto and forms part of the Notice.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Individual Shareholders can avail of the facility of nomination. The nominee shall be the person in whom all rights of transfer and/or amount payable in respect of the shares shall vest in the event of the death of the share holder(s). A minor can be a nominee provided the name of the guardian is given in the Nomination Form. The facility of nomination is not available to non-individual shareholders such as Bodies Corporate, Kartas of Hindu Undivided Families, Partnership Firms, Societies, Trusts and holders of Power of Attorney. For further details, please contact the Company's Corporate office.
8. Members are requested to:
 - a) intimate to the Company's Registrar and Share Transfer Agents, changes, if any, in their respective addresses along with Pin Code Number at an early date.
 - b) Quote Folio Numbers in all their correspondence.
 - c) Consolidate holdings into one folio in case of multiplicity of Folios with names in identical orders.
9. Queries on accounts and operations of the Company, if any, may please be sent to the Company at least seven days in advance of the meeting so that the information may be made readily available at the Meeting.
10. The Register of Members and the Share Transfer Books of the Company will be closed from Monday, 26th September, 2016 to Friday, 30th September, 2016 (both days inclusive) for the purpose of Annual General Meeting of the Company.

11. VOTING THROUGH ELECTRONIC MEANS:

In compliance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a

place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

- I. The facility for voting through poll shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through poll.
- II. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The remote e-voting period commences on Tuesday, 27th September, 2016 (9:00 am) and ends on Thursday, 29th September, 2016 (5:00 pm). During this period members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IV. The process and manner for remote e-voting are as under:
 - A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open the attached PDF file viz; “Kratos Energy and Infrastructure e-Voting.pdf” with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
 - (iii) Click on “Shareholder-Login.”
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsd.com.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Homepage of remote e-voting opens. Click on e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” of Kratos Energy and Infrastructure Limited. The remote e-voting period commences on Tuesday, 27th September, 2016 (9:00 am) and ends on Thursday, 29th September, 2016 (5:00 pm)
 - (viii) Now you are ready for remote e-voting as “Cast Vote” page opens.
 - (ix) Cast your vote by selecting the appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.

- (xi) Once you have voted on a resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email to jayshreelalpuria@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM.
 - (ii) Please follow all the steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- V. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016.
- IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in
- X. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through Poll.
- XII. Mrs. Jayshree A. Lalpuria, Practicing Company Secretary (Membership No. 17629) of Jayshree A. Lalpuria & Co. has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, through Poll for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the on the website of the company www.kratosenergy.in/about.html and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO. 4

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed, pursuant to Section 161(1) of the Companies Act, 2013 (hereinafter referred to as the "Act") Mr. Rohinton Sam Poonawala as an Additional Independent Director of the Company with effect from 13th November, 2015 and he holds office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Rohinton Sam Poonawala for the office of Director of the Company.

Mr. Rohinton Sam Poonawala is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term upto 5 (five) consecutive years on the Board and he shall not be included in the total number of Directors for retirement by rotation. As per Section 150(2) of the Companies Act, 2013, the appointment of Independent Director shall be approved by the members at the general meeting.

The Company has received a declaration from Mr. Rohinton Sam Poonawala that he meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Mr. Rohinton Sam Poonawala fulfills the conditions for his

appointment as an Independent Director as specified in the Act and is independent of management.

Keeping in view his expertise and knowledge, the Board considers that his continued association would be of immense benefit to the Company and hence, it is desirable to appoint him as the Independent Director of the Company for the term of 5(five) years, not liable to retire by rotation.

Copy of the draft letter for appointment of Mr. Rohinton Sam Poonawala setting out the terms and conditions is available for inspection by members at the Registered Office of the Company during normal business hours on any working day.

Apart from Mr. Rohinton Sam Poonawala, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Registered Office:
317, Maker Chamber V
221, Nariman Point
Mumbai - 400021

Date: 12th August, 2016
Place: Mumbai

By Order of the Board,
For **Kratos Energy & Infrastructure Ltd.**

(Rajesh Pawar)
Whole Time Director
DIN: 00232533

Disclosure relating to Directors seeking appointment/re-appointment pursuant to Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard 2 on General Meetings:

Particulars	Mrs. Sandhya Kotian	Mr. Rohinton Sam Poonawala
Age	56	45
Qualification	Graduate	B.Com
Experience	Day to day administration of the Company.	25 years of experience in marketing sales, corporate affairs and presently self employed as consultant
Terms & Conditions of appointment/re-appointment	As per the appointment letter issued by the Board of Directors.	As per the appointment letter issued by the Board of Directors.
Remuneration to be paid	Nil	Nil
Remuneration last drawn	Nil	Nil
Date of first appointment on Board	24 th March, 2015	13 th November, 2015
Shareholding in the Company	Nil	Nil
Relationship with other Directors/Manager/Key Managerial Personnel	Nil	Nil
Number of Board Meetings attended	4	2
Other Directorship	Nil	3
Other Membership / Chairmanship of Committees	Nil	Nil

KRATOS ENERGY AND INFRASTRUCTURE LIMITED

CIN No.: L40102MH1979PLC021614

Registered Office: 317, Maker Chamber V, 221, Nariman Point,
Mumbai-400 021

Email: dvfl@rediffmail.com

ATTENDANCE SLIP

(Annual General Meeting)

Folio No. /DP ID No. & Client ID No.
No. of shares held.....

I hereby record my presence at the Annual General Meeting held on Friday, 30th September, 2016 at 11.30 a.m. at 317, Maker Chamber V, 221, Nariman Point, Mumbai-400 021.

Member's Name:

Proxy's Name:

Member's/ Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the Hall.

KRATOS ENERGY AND INFRASTRUCTURE LIMITED

CIN: L40102MH1979PLC021614

Registered Office: 317, Maker Chamber V, 221, Nariman Point,

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Email ID:

Registered Address:

Folio No. /Client ID:

DP Id:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:

, or failing him

2. Name:

Address:

E-mail Id:

Signature:

, or failing him

3. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Friday, 30th September, 2016 at 11.30 a.m. at 317, Maker Chamber V, 221, Nariman Point, Mumbai-400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolution	Vote*	
		For	Against
1	Adoption of Financial Statements for the year ended 31 st 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.		

*It is optional to indicate your preference. If you leave the 'for or against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Signed this _____ day of _____ 2016

Signature of Shareholder

Signature of Proxy holder (s)

Re.1/- Revenue Stamp

- Note:**
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 2. The form should be signed across the stamp as per specimen signature registered with the Company.
 3. A Proxy need not be a member of the Company.

ROUTE MAP

