

KRATOS ENERGY AND INFRASTRUCTURE LIMITED

CIN No.: L40102MH1979PLC021614

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

Tel No.: 022-22823852/53 Email: dvfl@rediffmail.com Website: www.kratosenergy.in

NOTICE

Notice is hereby given that the 39th Annual General Meeting of the Company will be held on Thursday, 26th September, 2019 at 11.00 a.m. at the registered office of the Company situated at 317, Maker Chamber V, 21, Nariman Point, Mumbai - 400 021 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, 2019 along with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajesh Pawar (DIN: 00232533), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Yazdi Gandhi (DIN: 08523516) 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. Yazdi Gandhi (DIN: 08523516), 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. 14th August, 2019, 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 13th August, 2019.”

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 and the proxy holder should prove his identity at the time of attending the meeting. A Proxy Form which does not state the name of the Proxy shall be considered as invalid.
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. 3 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 shareholder(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. **With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on 8th June, 2018 to permit transfer of listed securities only in the dematerialized form with a depository from 5th December, 2018. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization. Shareholders can contact the Company's Registrar and Transfer Agents, M/s. Purva Sharegistry (India) Private Limited for assistance in this regard.**
10. 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.
11. The Register of Members and the Share Transfer Books of the Company will be closed from Friday, 20th September, 2019 to Thursday, 26th September, 2019 (both days inclusive) for the purpose of Annual General Meeting of the Company.

12. 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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 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 Monday, 23rd September, 2019 (9:00 am) and ends on Wednesday, 25th September, 2019 (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 Thursday, 19th September, 2019 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.nsdl.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.nsdl.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 "EVSN" of Kratos Energy and Infrastructure Limited. The remote e-voting period commences on Monday, 23rd September, 2019 (9:00 am) and ends on Wednesday, 25th September, 2019 (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 cpriyankagarwal@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 download 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 19th September, 2019.
- 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. 19th September, 2019, 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. Ms. Priyanka Agarwal, Practicing Company Secretary (Membership No. 51154) of P M Agarwal & 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 website of the company www.kratosenergy.in 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.

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

Date: 14th August, 2019
Place: Mumbai

Ravindra Gupta
Company Secretary

Registered Office:
317, Maker Chamber V,
221, Nariman Point,
Mumbai-400 021
www.kratosenergy.in

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), sets out all material facts relating to the business mentioned at Item No. 3 of the accompanying Notice dated 14th August, 2019:

Item No. 3

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. Yazdi Gandhi as an Additional Independent Director of the Company with effect from 14th August, 2019 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 proposing the candidature of Mr. Yazdi Gandhi for the office of Director of the Company. Mr. Yazdi Gandhi 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. Yazdi Gandhi 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. Yazdi Gandhi 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. Yazdi Gandhi 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. Yazdi Gandhi, 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 recommends the passing of the Ordinary Resolution as set out in the Item no. 3 of the Notice for the appointment of Mr. Yazdi Gandhi as a Director.

Details of Mr. Yazdi Gandhi are provided in the “Annexure” to this Notice.

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	Mr. Rajesh Pawar	Mr. Yazdi Gandhi
Age	48	63
Qualification	Graduate	Graduate
Experience	Has been associated with the Company since April, 2013.	holds overall experience of more than 30 years in business
Terms & Conditions of appointment/ re-appointment	Terms and conditions as approved by the members at the AGM held on 30.09.2014	Appointment as an Independent Director not liable to retire by rotation.
Remuneration sought to be paid	As approved by the members at the AGM held on 30.09.2014	NA
Remuneration last drawn	Rs. 99,671/-	NA
Date of first appointment on Board	25 th April, 2013	14 th August, 2019
Shareholding in the Company	Nil	Nil
Relationship with other Directors/Manager/ Key Managerial Personnel	Not applicable	Nil
No. of Board Meetings attended during the year	5	NA
List of Directorship in other entities	1. Zen Global Finance Limited 2. Sea Rock Investment Limited 3. Allanzers Securities Limited 4. Mangala Investments Limited 5. E'l dorado Guarantee Limited 6. Great Western Finance And Leasing Limited 7. Alpic BBK Finance Limited	Nil
Membership/ Chairmanship of Committees of other listed entities	Nil	Nil

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

Date: 14th August, 2019
Place: Mumbai

Ravindra Gupta
Company Secretary

Registered Office:
317, Maker Chamber V,
221, Nariman Point,
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CIN No.: L40102MH1979PLC021614

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ATTENDANCE SLIP

(39th Annual General Meeting)

Folio No. /DP ID No. & Client ID No. _____

No. of shares held _____

I hereby record my presence at the 39th Annual General Meeting held on Thursday, 26th September, 2019 at 11.00 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 No.: L40102MH1979PLC021614

Registered Office: 317, Maker Chamber V, 221, Nariman Point, Mumbai-400 021
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FORM MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 read with Rule 19(3) of the Companies (Management & Administration) Rules, 2014)

Name of the Member(s): _____

Registered Address: _____

Email Id: _____ Folio No./DP ID/ Client ID: _____

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

(1) Name: _____

Address: _____

Email Id: _____ or failing him/her;

(2) Name: _____

Address: _____

Email Id: _____ or failing him/her;

(3) Name: _____

Address: _____

Email Id: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company, to be held on Thursday, 26th September, 2019 at 11.00 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, 2019 together with the reports of the Directors' and Auditors' thereon.		
2	Appointment of Director in place of Mr. Rajesh Pawar (DIN: 00232533) who retires by rotation and being eligible, offers himself for re-appointment.		
3	Appointment of Mr. Yazdi Gandhi (DIN: 08523516) as an Independent Director of the Company		

*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 _____ 2019

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 TO THE VENUE OF THE 39TH AGM OF THE COMPANY

