

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

3rd November, 2020

To,
The Manager-DCS
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400 001

Dear Sir,

Ref.: Scrip Code: 501261

Sub: 40th AGM Notice, Annual Report 2019-20, Book Closure and E- voting Details

NOTICE is hereby given that the 40th Annual General Meeting (AGM) of the Members of Kratos Energy & Infrastructure Limited will be held on Wednesday, 25th November, 2020 at 11.30 a.m. at the registered office of the Company situated at 317, Maker Chamber V, 21, Nariman Point, Mumbai – 400021.

Pursuant to Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2019-20 which is being despatched / sent to the members by the permitted mode(s).

Notice is also hereby given that pursuant to Section 91 of the Companies Act, 2013, Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Agreement) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 19th November, 2020 to Wednesday, 25th November, 2020 (both days inclusive) for the purpose of the said Annual General Meeting of the Company.

Members are hereby informed that in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Agreement) Regulation, 2015, Kratos Energy & Infrastructure Limited is providing to the Members the facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through remote e-voting services provided by National Securities Depository Limited (NSDL). The instructions for remote e-voting are given in the Notice of the AGM.

The remote e-voting period commences on 22nd November, 2020 at 9:00 a.m. (IST) and ends on 24th November, 2020 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter and Members will not be allowed to vote electronically beyond the said date. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it

subsequently. The voting rights of Members shall be as per the number of equity shares held by the members as on the cut-off date which is Wednesday, 18th November, 2020. The Notice has been sent to all the Members, whose names appeared in the Register of Members / Record of Depositories as on Friday, 23rd October, 2020.

A person, whose name appears in the register of Members/Beneficial owners as on the cut-off date i.e. Wednesday, 18th November, 2020 only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.

Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as of the cut-off date i.e. 18th November, 2020, may obtain the User ID and password by sending a request at evoting@nsdl.co.in. The detailed procedure for obtaining User ID and password is also provided in the Notice of the meeting which is available on NSDL's website viz. www.evoting.nsdl.com. If a member is already registered with NSDL for e-voting then he can use his existing User ID and password for casting the vote through remote e-voting.

The facility for voting through Poll shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be entitled to vote at the meeting through Poll.

The members who have cast their vote by remote e-voting may attend the meeting but shall not be eligible to cast their vote again in the meeting.

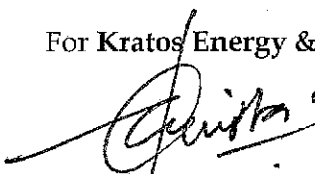
Any query or grievance connected with the e-voting may be addressed to NSDL by e-mail at www.evoting.nsdl.com or call on the telephone nos. at 022-24994600/24994738 or toll free nos. 1800-222-990.

Kindly take the above on your record.

Thanking you,

Yours faithfully,

For **Kratos Energy & Infrastructure Limited**



Ravindra Gupta
Company Secretary & Compliance Officer



Place: Mumbai

Encl: As above

KRATOS ENERGY & INFRASTRUCTURE LIMITED

40th ANNUAL REPORT

2019-20

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 40th Annual General Meeting of the Company will be held on Wednesday, 25th November, 2020 at 11.30 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, 2020 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 appoint M/s. H. G. Sarvaiya & Co., Chartered Accountants (FRN: 0115705W) as the 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 Section 139, 142 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. H. G. Sarvaiya & Co., Chartered Accountants (FRN: 0115705W) be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of Statutory Auditors, M/s. Bajrang Paras & Co., Chartered Accountants (FRN: 118663W), to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting until the conclusion of the 45th Annual General Meeting of the Company to be held in the year 2025, at such remuneration to be recommended by the Audit Committee of the Board of Directors and finalized by the Board of Directors in consultation with the Statutory Auditors."

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

Ravindra Gupta
Company Secretary

Date: 28th October, 2020
Place: Mumbai

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 Thursday, 19th November, 2020 to Wednesday, 25th November, 2020 (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 Sunday, 22nd November, 2020 (9:00 am) and ends on Tuesday, 24th November, 2020 (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 Wednesday, 18th November, 2020 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 Sunday, 22nd November, 2020 (9:00 am) and ends on Tuesday, 24th November, 2020 (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 18th November, 2020.
- 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. 18th November, 2020, 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: 28th October, 2020

Place: Mumbai

Registered Office:

317, Maker Chamber V,

221, Nariman Point,

Mumbai-400 021

www.kratosenergy.in

Ravindra Gupta
Company Secretary

DIRECTORS' REPORT

To
The Members,

Your Directors present herewith their 40th Annual Report of your Company comprising the Audited Financial Statements for the year ended 31st March 2020.

1. FINANCIAL RESULTS:

(in Rs.)

	Year ended on 31-03-2020	Year ended on 31-03-2019
Total Income	6,05,01,167	6,25,71,791
Gross Profit before Depreciation and Tax	6,04,593	1,22,21,226
Less: Depreciation	1,63,217	1,03,810
Profit / (Loss) before Tax	4,41,376	1,21,17,416
Less: Provision for Current Taxation	9,83,026	28,75,175
Less: Deferred Tax Asset	-69,500	1,21,461
Profit/(Loss) after Taxation	-4,72,150	91,20,781
Balance brought forward from previous year	1,92,25,472	1,01,04,691
Add: Excess provision of income tax Written back	-	-
Balance carried forward to Balance Sheet	1,87,53,322	1,92,25,472

2. OPERATIONS & STATE OF AFFAIRS OF THE COMPANY

During the current year of operation, your Company has registered revenue from operation of Rs. 551.22 lakhs, as compared to Rs. 602.68 lakhs in the previous financial year, a decline of about 8.54%. The other income stood at Rs. 53.79 lakhs as compared to Rs. 23.03 lakhs in the previous year. Your company has incurred net loss after tax of Rs. 4.72 lakhs as compared to profit of Rs. 91.21 lakhs in the previous financial year.

During the current year of operations, Company continued to earn revenue from the consultancy charges and sale of Work Contract Materials. Your Company is expected to grow its business in the near future.

3. CHANGE IN NATURE OF BUSINESS

During the financial year 2019-20, Company has not changed its nature of business and had been continuing with the same line of business.

4. DETAILS OF NEW SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Your Company does not have any subsidiary, joint Venture or associate Company.

5. DIVIDEND AND TRANSFER TO RESERVES

In view of the accumulated losses of the Company, your Directors do not recommend any dividend for the year 2019-20 and no amount has been transferred to any Reserve for the year ended 2019-20.

6. DEPOSIT

During the year under review, your Company has neither accepted nor renewed any deposits within the meaning of Section 73 of the Companies Act, 2013.

7. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF FINANCIAL YEAR AND DATE OF REPORT

There is no occurrence of material change and commitment made between the end of the financial year and date of this report which has affected the financial position of the company.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The changes that had occurred in the composition of the Board of Directors and Key Managerial Personnel are as follows:

1. In accordance with the provisions of Section 152(6) the Companies Act, 2013, Mrs. Sandhya Kotian (DIN: 07129237), Director of the Company retires by rotation and being eligible, offers herself for re-appointment at the ensuing Annual General Meeting.
2. Mr. Yazdi Gandhi, who was appointed as the Additional (Independent Director) of the Company with effect from 14th August, 2019, his appointment was regularised as the Independent Director of the Company at the Annual General meeting held on 26th September, 2019.
3. Mr. Rohinton Sam Poonawala and Mr. Vivek Gadiyar, resigned as the director of the Company with effect from 24th July, 2019 and 15th January, 2020 respectively.

None of the Directors of the Company are disqualified for being appointed and re-appointed as Directors in terms of Section 164 of the Companies Act, 2013. No other Director or Key Managerial Personnel has been appointed, resigned or retired during the year.

9. DECLARATION BY INDEPENDENT DIRECTOR

The Company has received declaration from the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the applicable provisions of section 149(6) of the Companies Act, 2013.

10. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of Annual Return in Form MGT-9 is annexed herewith as "Annexure I".

11. MEETINGS

During the year, 4 (four) meetings of the Board of Directors of the Company were convened and held. The details of date of meetings and the attendance of each director at the Board Meetings and Committees are annexed herewith as "Annexure

II". The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

12. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3)(c) and 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards had been followed and that there were no material departures;
- (ii) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the Company for the period;
- (iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the directors have prepared the annual accounts on a going concern basis;
- (v) the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- (vi) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

13. CORPORATE SOCIAL RESPONSIBILITY

The provision of Section 135 pertaining to Corporate Social Responsibility is not applicable to the Company for the financial year ended 2019-20.

14. AUDIT COMMITTEE AND NOMINATION & REMUNERATION COMMITTEE

The Audit Committee of the Company is constituted in accordance with Section 177(2) of the Companies Act, 2013. The Composition of the Audit Committee is as follows:

Name of the Director	Status
Mr. Irfan Ahmed Khan	Chairman
Mr. Rohinton Sam Poonawala (Resigned w.e.f. 24 th July, 2019)	Member
Mr. Yazdi Gandhi (Appointed w.e.f. 14 th August, 2019)	Member
Mrs. Sandhya Kotian	Member

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Nomination and Remuneration Policy is annexed herewith as "Annexure-III".

15. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the year, the company has not given loans, guarantee, provided any security or made investments within the meaning of Section 186 of the Companies Act, 2013.

16. RELATED PARTY CONTRACTS

During the financial year, your Company entered into related party transactions which were on arm's length basis and in ordinary course of business. There are no material transactions with any related party as referred in sub-section (1) of section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014. Your Directors draw attention to Note no. 30 of Notes forming part of financial statement which sets out related party disclosure.

17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The information relating to energy conservation, technology absorption and research & development pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is as follows:

A. Conservation of Energy:

i. **Steps taken or impact on conservation of energy:** Since the Company is not carrying out any manufacturing activities, it is not energy intensive. Adequate measures have been taken to conserve the energy utilized.

ii. **Steps taken by the Company for utilizing alternate sources of energy:** The Company has not utilized any alternate source of energy during the year.

iii. **Capital investment on energy conservation equipments:** Nil

B. Technology absorption:

i. **Efforts made towards technology absorption:** Nil

ii. **Benefits derived like product improvement, cost reduction, product development or import substitution:** Nil

iii. **Imported technology (imported during the last three years reckoned from the beginning of the financial year):**

a) Details of technology imported - No technology was imported.

b) Year of import - Not Applicable

c) Whether the technology been fully absorbed- Not Applicable

d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof - Not Applicable

iv. **Expenditure incurred on Research and Development** – Not Applicable

C. Foreign Exchange earnings and outgo:

During the year 2019-20, there have been no foreign exchange earnings or outgo.

18. RISK MANAGEMENT

The Company has adequate systems to identify major risks which may threaten the existence of the Company. The same is subject to review from time to time. Mitigation measures for the identified risks are taken based on the type of risks.

19. FORMAL ANNUAL EVALUATION

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

On the basis of the Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors, a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors.

Independent Director evaluated the performance of non-independent directors, performance of the Board as a whole and performance of the Chairman, taking into account the views of executive directors and non-executive directors.

20. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

21. INTERNAL FINANCIAL CONTROL

Your Company has Internal Control system to ensure an effective internal control environment that provides assurance on the efficiency of conducting business, including adherence to the Company's policies, the safe guarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of Accounting records and the timely preparation of reliable financial disclosures.

22. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION PROHIBITION AND REDRESSAL) ACT, 2013.

Your Directors state that during the year under review, there were no cases reported pursuant to the Sexual Harassment of Women at Workplace (Prevention Prohibition and Redressal) Act, 2013.

23. ESTABLISHMENT OF VIGIL MECHANISM

The Company has a Vigil Mechanism to deal with the instances of fraud and mismanagement, if any. The Vigil Mechanism Policy had been recommended by the Audit Committee and thereafter approved and adopted by the Board of Directors of the Company.

24. PARTICULARS OF EMPLOYEES:

In terms of the provisions of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, disclosures pertaining to remuneration and other details are appended as 'Annexure - IV' to the Directors' Report.

None of the employees of the Company employed throughout the year were in receipt of remuneration in excess of the limits set out in Rule 5(2) of the said rules.

25. AUDITORS

Statutory Auditors

The present Auditor, M/s. Bajrang Paras & Co., Chartered Accountants, were appointed as the Statutory Auditors of the Company at the Annual General Meeting of the members held on 29th September, 2017 for a term of 5 years. The Company has received a letter of resignation from the Auditors stating their unwillingness to act as the Auditors of the Company. The Audit Committee of the Company has proposed and the Board has recommended to the members, the appointment of M/s. H. G. Sarvaiya & Co., Chartered Accountants (ICAI Firm Registration No. 0115705W) in place of M/s. Bajrang Paras & Co., Chartered Accountants as Statutory Auditors of the Company for a period of 5 (five) years from the conclusion of the ensuing Annual General Meeting till the conclusion of the 45th Annual General Meeting to be held in the year 2025.

The Company has received a written consent and certificate from M/s. H. G. Sarvaiya & Co., Chartered Accountants (ICAI Firm Registration No. 0115705W), Statutory Auditors of the Company to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013.

Necessary resolution for appointment of the said Auditors is included in the Notice of Annual general Meeting for seeking approval of members.

Secretarial Auditor

M/s. P M Agarwal & Co, Practising Company Secretaries, were appointed as Secretarial Auditor of your Company to conduct a Secretarial Audit of records and documents of the Company for the financial year ended 31st March, 2020. The Secretarial Audit Report for the financial year ended 31st March, 2020 is annexed herewith as “**Annexure V**”.

26. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report as required under Regulation 34(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in ‘**Annexure -VI**’ and forms a part of the Annual Report.

27. AUDITOR’S REPORT

The Statutory Auditors M/s. Bajrang Paras & Co., Chartered Accountants, have issued their reports on Financial Statements for the financial year 2019-20. The statutory audit report for the year 2019-20 does not contain any qualification, reservation or adverse remark or disclaimer made by statutory auditor.

Reporting of fraud by the Auditor under Section 143(12) of the Companies Act, 2013

The Board of Directors state that M/s. Bajrang Paras & Co., Chartered Accountants Statutory Auditors have not reported of any fraud involving any amount committed

by the Company to the Central Government, Audit Committee or to the Board of Directors of the Company.

SECRETARIAL AUDITOR'S REPORT

The Secretarial Audit Report for the year 2019-20 does not contain any qualification, reservation or adverse remark or disclaimer made by Secretarial Auditor.

ACKNOWLEDGEMENT

The Directors wish to place on record their appreciation of the continued support and cooperation received from various customers, banks, employees and other stakeholders of the company.

For & on behalf of the Board of Directors,
Kratos Energy & Infrastructure Ltd.

Place: Mumbai
Date: 28th October, 2020

(Rajesh Pawar)
Whole Time Director
DIN: 00232533

(Irfan Khan)
Director
DIN: 02258102

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1	CIN	L40102MH1979PLC021614
2	Registration Date	31/08/1979
3	Name of the Company	Kratos Energy & Infrastructure Limited
4	Category/Sub-category of the Company	Company Limited By Shares/Indian Non Government Company
5	Address of the Registered office & contact details	317, Maker Chamber V, 221, Nariman Point, Mumbai - 400 021. Tel. No.: 22823852/53 Email: dvfl@rediffmail.com
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Purva Sharegistry (India) Pvt. Ltd. Unit No. 9, Shiv Shakti Industrial State, J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai 400-011. Tel: 91-22-2301 6761/2518 Fax: 91-22-2301 2517 Email: support@purvashare.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Consulting charges for power transaction	70200	62.95 %
2	Sale of Work Contract Materials	4290	27.05 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
Nil					

b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	500	40804	41304	4.13	500	40804	41304	4.13	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	258779	258779	25.88	0	258779	258779	25.88	-
c) Others (specify)									
Non Resident Indians	0	0	0	0	0	0	0	0	-
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	-
Foreign Nationals	0	0	0	0	0	0	0	0	-
Clearing Members	2800	0	2800	0.28	2800	0	2800	0.28	-
Trusts	0	0	0	0	0	0	0	0	-
Foreign Bodies - D R	0	0	0	0	0	0	0	0	-
Sub-total (B)(2):-	168916	341033	509949	50.99	168916	341033	509949	50.99	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	168916	341033	509949	50.99	168916	341033	509949	50.99	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	658967	341033	1000000	100	658967	341033	1000000	100	-

(ii) Shareholding of Promoter:

SN	Shareholder's Name	Shareholding at the beginning of the year [As on 1-April-2019]			Shareholding at the end of the year [As on 31-March-2020]			% change in shareholding during the year
		No. of Shares	% of Total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of Total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	E'l dorado Guarantee Limited	490051	49.01	0	490051	49.01	0	-
	TOTAL	490051	49.01	0	490051	49.01	0	-

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Name	Shareholding		Date	Increase /decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (01.04.2018)/ end of the year (31.03.2019)	% of total shares of the company				No. of shares	% of total shares of the company
1.	E'l dorado Guarantee Limited	490051	49.01	01.04.2019	Nil			
		490051	49.01	31.03.2020				

(iv) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No	Name	Shareholding		Date	Increase /decrease in shareholding	Reason	Cumulative Shareholding during the year		
		No. of shares at the beginning (01.04.2019)/ end of the year (31.03.2020)	% of total shares of the company				No. of shares	% of total shares of the company	
1.	Amoha Traders Pvt. Ltd.	46375	4.64	01.04.2019					
		NO CHANGE							
		46375	4.64	31.03.2020					
2.	Rustom Maneckji	45950	4.60	01.04.2019					
		NO CHANGE							
		45950	4.60	31.03.2020					
3.	Canos Trading Pvt. Ltd.	45650	4.56	01.04.2019					
		NO CHANGE							
		45650	4.56	31.03.2020					
4.	E'1 Dorado Securities Pvt. Ltd.	41000	4.10	01.04.2019					
		NO CHANGE							
		41000	4.10	31.03.2020					
5.	Arma Financial Services Ltd.	38101	3.81	01.04.2019					
		NO CHANGE							
		38101	3.81	31.03.2020					
6.	Bomi Pirojsh Sachinwala	28000	2.80	01.04.2019					
		NO CHANGE							
		28000	2.80	31.03.2020					
7.	Suresh Ramtrilok Singh	27000	2.70	01.04.2019					
		NO CHANGE							
		27000	2.70	31.03.2020					
8.	Umesh Srichand Nagpal	26000	2.60	01.04.2019					
		NO CHANGE							
		26000	2.60	31.03.2020					
9.	Behroze Maneckshaw	22000	2.20	01.04.2019					
		NO CHANGE							
		22000	2.20	31.03.2020					
10.	Imtiyaz Hassan Khan	20150	2.02	01.04.2019					
		NO CHANGE							
		20150	2.02	31.03.2020					

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No	Name	Shareholding		Date	Increase / decrease in shareholding	Reason	Cumulative Shareholding during the year			
		No. of shares at the beginning (01.04.2019)/ end of the year (31.03.2020)	% of total shares of the company				No. of shares	% of total shares of the company		
A. Directors										
1.	Irfan Ajaz Ahmad Khan	19351	1.94	01.04.2019						
		NO CHANGE								
		19351	1.94	31.03.2020			Nil	Nil		
2.	*Rohinton Sam Poonawala	Nil	Nil	01.04.2019						
		NO CHANGE								
		Nil	Nil	24.07.2019			Nil	Nil		
3.	Sandhya Taranath Kotian	Nil	Nil	01.04.2019						
		NO CHANGE								
		Nil	Nil	31.03.2020			Nil	Nil		
4.	**Vivek Gadiyar	Nil	Nil	01.04.2019						
		NO CHANGE								
		Nil	Nil	15.01.2020			Nil	Nil		
5.	#Yazdi Gandhi	Nil	Nil	14.08.2019						
		NO CHANGE								
		Nil	Nil	31.03.2020			Nil	Nil		
B. Key Managerial Personnel (KMP's)										
5.	Rajesh Pawar (Whole-time Director)	Nil	Nil	01.04.2019						
		NO CHANGE								
		Nil	Nil	31.03.2020			Nil	Nil		
7.	Ravindra Gupta (CS)	Nil	Nil	01.04.2019						
		NO CHANGE								
		Nil	Nil	31.03.2020			Nil	Nil		
8.	Muralidharan Pisharam (CFO)	Nil	Nil	01.04.2019						
		NO CHANGE								
		Nil	Nil	31.03.2020			Nil	Nil		

* Resigned w.e.f. 24th July, 2019

** Resigned w.e.f. 15th January, 2020

Appointed w.e.f. 14th August, 2019

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(In Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	2,22,71,035	0	2,22,71,035
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	2,22,71,035	0	2,22,71,035
Change in Indebtedness during the financial year				
Addition	0	10,37,001	0	10,37,001
Reduction	0	2,10,29,933	0	2,10,29,933
Net Change	0	1,99,92,932	0	1,99,92,932
Indebtedness at the end of the financial year				
i) Principal Amount	0	22,78,103	0	22,78,103
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	22,78,103	0	22,78,103

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(In Rs.)

SN.	Particulars of Remuneration	Rajesh Pawar - Whole-time Director	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	75,906	75,906
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission- as % of profit - others, specify	-	-
5	Others, please specify	-	-
6	Total (A)	75,906	75,906

B. Remuneration to other directors

(In Rs.)

SN.	Particulars of Remuneration	Name of Directors					Total Amount
		Irfan Ajaz Ahmad Khan	*Rohinton Poonawala	#Yazdi Gandhi			
1	Independent Directors						
	Fee for attending board committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	11,50,000	-	-	-	11,50,000
	Total (1)	-	11,50,000	-	-	-	11,50,000
2	Other Non-Executive Directors				Sandhya Kotian	**Vivek Gadiyar	
	Fee for attending board committee meetings	-	-	-	51,750		51,750
	Commission	-	-	-	-	-	-
	Others -Specify	-	-	-	-	6,00,000	6,00,000
	Total (2)	-	-	-	51,750	6,00,000	6, 51,750
	Total (B)=(1+2)	-	11,50,000	-	51,750	6,00,000	18,01,750
	Total Managerial Remuneration	-	11,50,000	-	51,750	6,00,000	18,01,750

* Resigned w.e.f. 24th July, 2019

** Resigned w.e.f. 15th January, 2020

Appointed w.e.f. 14th August, 2019

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(In Rs.)

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	4,45,135	72,099	5,17,234
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission- as % of profit - others, specify	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total	Nil	4,45,135	72,099	5,17,234

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For & on behalf of the Board of Directors,
Kratos Energy & Infrastructure Ltd.

Date: 28th October, 2020
 Place: Mumbai

(Rajesh Pawar)
 Whole Time Director
 DIN: 00232533

(Irfan Khan)
 Director
 DIN: 02258102

ANNEXURE II

Board Meetings:

The Board Meetings for the financial year ended 31st March, 2020 were held on 30th May, 2019, 14th August, 2019, 7th November, 2019 and 12th February, 2020. The details of attendance of each director at the Board Meetings are as given below:

Name of Director	No. of Meetings attended
Mr. Irfan Ahmed Khan	3
Mr. Rajesh Pawar	4
*Mr. Rohinton Sam Poonawala	0
Mrs. Sandhya Kotian	4
**Mr. Vivek Gadiyar	2
#Mr. Yazdi Gandhi	1

* Resigned w.e.f. 24th July, 2019 ** Resigned w.e.f. 15th January, 2020

Appointed w.e.f. 14th August, 2019

Audit Committee meetings:

The Meetings of the Audit Committee for the financial year ended 31st March, 2019 were held on 30th May, 2019, 14th August, 2019, 7th November, 2019 and 12th February, 2020. The details of attendance of each director at the Audit Committee Meetings are as given below:

Name of Director	No. of Meetings attended
Mr. Irfan Ahmed Khan	4
*Mr. Rohinton Sam Poonawala	0
Mrs. Sandhya Kotian	4
#Mr. Yazdi Gandhi	1

* Resigned w.e.f. 24th July, 2019

Appointed w.e.f. 14th August, 2019

Nomination & Remuneration Committee meetings:

The Meetings of the Nomination & Remuneration Committee for the financial year ended 31st March, 2020 were held on 30th May, 2019, 14th August, 2019 and 12th February, 2020. The details of attendance of each director at the Nomination & Remuneration Committee Meetings are as given below:

Name of Director	No. of Meetings attended
Mr. Irfan Ahmed Khan	3
*Mr. Rohinton Sam Poonawala	0
Mrs. Sandhya Kotian	3
#Mr. Yazdi Gandhi	1

* Resigned w.e.f. 24th July, 2019

Appointed w.e.f. 14th August, 2019

Stakeholders Relationship Committee meetings:

The was no meeting of the Stakeholders Relationship Committee for the financial year ended 31st March, 2020 since there was no application for transfer, transmission of shares and no complains or grievances received from the stakeholders. The composition of the Stakeholders Relationship Committee is as under:

1. Mr. Irfan Ahmed Khan - Chairman
2. Mr. Rajesh Pawar - Member

Nomination and Remuneration Policy pursuant to Section 178(3) of the Companies Act, 2013

The Board of Directors of Kratos Energy & Infrastructure Limited (“the Company”) constituted “Nomination and Remuneration Committee” at the Meeting held on 13th August 2014.

The following is the Nomination and Remuneration Committee Policy adopted by the Committee.

1. Objective

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto. The Key Objectives of the Committee would be:

- a. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b. To formulate the criteria for evaluation of Independent Director and the Board.
- c. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- d. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- e. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company’s operations.
- f. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- g. To devise a policy on Board diversity
- h. To implement and monitor policies and processes regarding principles of corporate governance

2. Definitions

- a. “**Act**” means the Companies Act, 2013 and rules framed thereunder, as amended from time to time.
- b. “**Board**” means Board of Directors of the Company.
- c. “**Central Government**” means Registrar of Companies, Regional Director or any other authority under the Ministry of Corporate Affairs.
- d. “**Director(s)**” mean Directors of the Company.
- e. “**Key Managerial Personnel**” means
 - (i) Chief Executive Officer or the Managing Director or the Manager;
 - (ii) Whole-time director;
 - (iii) Chief Financial Officer;
 - (iv) Company Secretary; and
 - (v) any other officer/employee as may be prescribed under the Act or by the Board.
- f. “**Senior Management**” means Senior Management means personnel of the company who are members of its core management team excluding the Board of

Directors but including Functional Heads.

3. **Scope and Duties**

a. The Scope of work of Nomination and remuneration Committee will include:

- (i) The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria lay down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- (ii) The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- (iii) To oversee and monitor the Familiarization Programme for Independent Directors.

b. The Nomination and Remuneration Committee shall, while formulating the policy as above shall ensure that –

- (i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

c. Duties of Nomination and Remuneration Committee

- (i) The duties of the Committee in relation to nomination matters include:
 - Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
 - Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
 - Identifying and recommending Directors who are to be put forward for retirement by rotation.
 - Determining the appropriate size, diversity and composition of the Board;
 - Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
 - Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
 - Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the

- Company subject to the provision of the law and their service contract.
 - Delegating any of its powers to one or more of its members or the Secretary of the Committee;
 - Recommend any necessary changes to the Board; and
 - Considering any other matters, as may be requested by the Board.
- (ii) The duties of the Committee in relation to remuneration matters include:
- to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
 - to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
 - to delegate any of its powers to one or more of its members or the Secretary of the Committee.
 - to consider any other matters as may be requested by the Board.

4. Policy for appointment and removal of Director, KMP and Senior Management

a. Appointment criteria and qualifications

- (i) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- (ii) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- (iii) The Company shall not appoint or continue the employment of any person as Managing Director or Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

b. Term / Tenure

- (i) **Managing Director/Whole-time Director:**
 - The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- (ii) **Independent Director:**
 - An Independent Director shall hold office for a term up to five consecutive

years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

c. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel on yearly basis or at such other interval as may be decided by the Committee from time to time.

The Performance Evaluation of Independent Director should be done Board of Directors (excluding the directors being evaluated)

On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of independent director.

d. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

e. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

5. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

- (i) The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration /

compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

- (ii) The remuneration and commission to be paid to the Whole-time Director shall be as per the provisions of the Act.
- (iii) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
- (iv) Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.
- (v) The ESOP Policy will be decided by the Committee based on the applicable Acts / Guidelines within the overall Policy decided by the Shareholders at the General Meeting.

6. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

(i) Fixed pay:

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

(ii) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

(iii) Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

7. Remuneration to Non- Executive / Independent Director

(i) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof provided that the amount of such fees shall not exceed Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

(ii) Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

(iii) Stock Options:

The Stock Option entitlement will be subject to Act, Rules and Guidelines then prevailing.

8. Constitution

- (i) The Committee shall consist of a minimum 3 non-executive directors and one-half of them should be independent Directors
- (ii) Membership of the Committee shall be disclosed in the Annual Report.
- (iii) Term of the Committee shall be continued unless terminated by the Board of Directors.

9. Chairperson

- (i) Chairperson of the Committee shall be an Independent Director.
- (ii) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- (iii) In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- (iv) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

10. Frequency of Meetings

The meeting of the Committee shall be held at such regular intervals as may be required.

11. Committee Members' Interests

- (i) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- (ii) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

12. Secretary

The Company Secretary of the Company shall act as Secretary of the Committee.

13. Voting

- (i) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- (ii) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

14. Minutes of Committee Meeting

Proceedings of all meetings must be minutised and signed by the Chairman of the Committee. The same will be signed by the Chairman at the next meeting of the Committee.

Annexure IV

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2019-20	Mr. Rajesh Pawar - Whole-time Director - 1.09:1			
The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year 2019-20.	Name & Designation	2018-19 (in Rs.)	2019-20 (in Rs.)	% increase
	Rajesh Pawar - WTD	99,671	75,906	N.A.
	Muralidharan P. P. - CFO	94,679	72,099	N.A.
	Pooja Lahoty - CS*	75,000	-	N.A.
	Ravindra Gupta - CS*	3,18,086	4,45,135	39.94
The percentage increase in the median remuneration of employees in the financial year 2019-20.	The Median Remuneration of Employees (MRE) of the Company during the financial year 2018-19 was Rs. 1,53,981/- and for previous year it was Rs. 1,25,800/-. % increase - 22.40			
The number of permanent employees on the rolls of company	9			
Average percentage increase in the salary of non-managerial personnel: 15.87% Average percentage increase in the salary of managerial personnel: 0.97% justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:				

It is affirmed that the remuneration is as per the Remuneration Policy of the Company.

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Kratos Energy & Infrastructure Limited
Kratos Energy & Infrastructure Limited
317, Maker Chamber V, 221 Nariman Point,
Mumbai, Mumbai City-400021

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Kratos Energy & Infrastructure Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives, its Statutory Auditor during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the Audit Period);

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period);

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreement entered into by the Company with BSE Ltd. read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision of the Board of Directors and its Committees is carried through and are captured and recorded as part of the minutes. There were no dissenting views.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no specific events or actions having a major bearing on company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above.

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

**For P M AGARWAL & CO.
Company Secretaries**

Place: Mumbai
Date: 02nd November, 2020

(Priyanka M. Agarwal)
Proprietor
ACS: 51154 CP: 19363
UDIN: A051154B001134764

ANNEXURE TO SECRETARIAL AUDITOR'S REPORT

To,
The Members,
Kratos Energy & Infrastructure Limited
317, Maker Chamber V, 221 Nariman Point,
Mumbai, Mumbai City-400021.

Our Secretarial Audit Report of even date, for the financial year ended 31st March, 2020 is to be read along with this letter.

1. The compliance of provisions of all laws, rules, regulations, standards applicable to **Kratos Energy & Infrastructure Limited** (the 'Company) is the responsibility of the management of the Company. My examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. My responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to me by the Company, along with explanations where so required.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to me. I believe that the processes and practices I followed, provides a reasonable basis for my opinion for the purpose of issue of the Secretarial Audit Report.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For P M AGARWAL & CO.
Company Secretaries

Place: Mumbai
Date: 02nd November, 2020

(Priyanka M. Agarwal)
Proprietor
ACS: 51154 CP: 19363
UDIN: A051154B001134764

MANAGEMENT DISCUSSION AND ANALYSIS:

Industry Structure and Developments:

The Company is in the business of rendering consultancy services for power projects and trading of machinery. Both these businesses are highly competitive but your company is trying to make the most of all available opportunities. With the advancement of technology, it is expected that the business dynamics for power projects and machinery would change with the changing times.

Opportunities and threats:

The company is engaged in businesses which are encountering fierce competition. With the recovery of the Indian economy, your Directors shall take all possible endeavors to identify and exploit all business opportunities for the benefit of its shareholders.

Segment wise or product wise performance:

The Company is in the business of providing consultancy in power projects and trading activities.

Outlook:

Considering the experience of your Directors, your Company is confident of meeting all challenges that may emerge and is positive about the future outlook.

Risk and concerns:

In the opinion of your Directors, the highest risk is the increasing competition and entry of unorganized players in the market.

Internal control systems and their adequacy:

Considering the scale of activities of the Company, the internal control systems are adequate.

Discussion on financial performance with respect to operational performance:

The financial performance with respect to operational performance of the Company is satisfactory.

Material developments in Human Resources/Industrial Relations front including number of people employed:

Industrial relations continued to be harmonious. The employees are the key assets and the backbone of the Company and hence great emphasis has been laid on optimizing their performance. The Company provides employees with fair and equitable work environment and supports them to develop their capabilities. There were total 10 employees of the Company as on 31.03.2020.

INDEPENDENT AUDITOR'S REPORT

**To the Members of
Kratos Energy & Infrastructure Limited**

Report on the Financial Statements

We have audited the accompanying financial statements **Kratos Energy & Infrastructure Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement, the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Company's Act 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its Loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon; we have determined that there are no key audit matters to communicate in our report.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

In preparing the Financial Statements, Management is responsible for assessing the Company's ability to continue the going concern, disclosing, as applicable, matter related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from

fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure-A**" a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss Statement including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and other operating effectiveness of the such controls refer to our separate Report in "**Annexure B**" to this report
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company has disclosed the impact of pending litigations as on March 31, 2020 on its financial position. Refer Note -27 to financial statement.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For BAJRANG PARAS & CO
Chartered Accountants
(ICAI Firm Registration No. 118663W)

Hitesh Solanki
Partner
Membership No. 136487

Place : Mumbai
Dated : July 24, 2020
UDIN-20136487AAAAAS7513

**ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT
(Referred to in Paragraph 1 under the heading of "Report on Other Legal and
Regulatory Requirements" 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
 - b. The Company has a regular program of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
 - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company does not own any immovable property.
2. The company has not carried on any activity involving inventories, this clause is not applicable.
3. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
5. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
6. According to the information and explanations given to us by the management, the Company is not engaged in any of the activity prescribed by the Central government under sub-section (1) of section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014. Therefore, in our opinion, the provisions of clause 3(vi) of the Order are not applicable to the Company.

7. (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including income-tax, sales-tax, service tax, goods and services tax, cess and other statutory dues applicable to it. The provisions relating to provident fund, employees' state insurance, custom duty and excise are not applicable to the Company.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and other statutory dues were outstanding, at the year end, for a period more than six months from the date they became payable.

(c) According to the information and explanations given to us, there are no dues of income tax, sales-tax, service tax, customs duty, excise duty, goods and services tax, value added tax and cess which have not been deposited on account of any dispute.
8. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us by the management, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For BAJRANG PARAS & CO
Chartered Accountants
(ICAI Firm Registration No. 118663W)

Hitesh Solanki
Partner
Membership No. 136487

Place : Mumbai
Dated : July 24, 2020
UDIN-20136487AAAAAS7513

**Annexure B to the Independent Auditors' Report
(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory
Requirements' section of our report of even date)**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Kratos Energy & Infrastructure Limited** ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For BAJRANG PARAS & CO

Chartered Accountants
(ICAI Firm Registration No. 118663W)

Hitesh Solanki

Partner

Membership No. 136487

Place : Mumbai

Dated : July 24, 2020

UDIN- 20136487AAAAS7513

KRATOS ENERGY & INFRASTRUCTURE LIMITED

CIN-L40102MH1979PLC021614

Balance Sheet as at March 31, 2020**(Amount in Rs.)**

Particulars	Note No.	As at	
		March 31, 2020	March 31, 2019
ASSETS			
Non - current assets			
(a) Property, plant and equipment	2	9,41,786	10,65,063
(b) Financial assets			
(i) Investments	3	1	57,46,732
(ii) Other financial assets	4	2,64,51,136	2,64,51,136
(c) Income tax assets (net)	5	59,23,993	44,94,944
(d) Deferred tax assets (net)	6	95,041	25,541
Total Non-current assets		3,34,11,957	3,77,83,416
Current assets			
(a) Financial assets			
(i) Investments	7	-	1,98,80,497
(ii) Cash and cash equivalents	8	1,08,388	23,24,583
(iii) Bank balances other than cash and cash equivalents	9	-	87,77,412
(iv) Trade Receivables	10	67,06,369	72,271
(b) Other Current assets	11	1,46,08,592	62,87,189
Total Current assets		2,14,23,350	3,73,41,952
TOTAL ASSETS		5,48,35,307	7,51,25,368
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	12	1,00,00,000	1,00,00,000
(b) Other equity	13	3,98,39,295	4,03,11,445
Total equity		4,98,39,295	5,03,11,445
Liabilities			
Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	14	22,78,103	2,22,71,035
(ii) Deferred tax liability (Net)		-	-
(iii) Trade payables	15	25,27,198	3,85,512
(b) Other liabilities	16	1,90,711	21,57,376
Total Current liabilities		49,96,012	2,48,13,923
Total liabilities		49,96,012	2,48,13,923
TOTAL EQUITY AND LIABILITIES		5,48,35,307	7,51,25,368

Significant accounting policies and
Notes forming part of financial statements

1
2-31

As per our report of even date as attached

FOR BAJRANG PARAS & CO

Chartered Accountants

ICAI Firm Registration No: 118663W

Hitesh Solanki

Partner

Membership No: 136487

Place : Mumbai

Date : July 24, 2020

For and on behalf of the Board of Directors of
KRATOS ENERGY & INFRASTRUCTURE LIMITED

Rajesh R. Pawar
Whole Time Director
DIN-00232533

Irfan Ahmed Khan
Director
DIN-02258102

Muralidharan P. Pisharam
Chief Financial Officer

Ravindra Gupta
Company Secretary

KRATOS ENERGY & INFRASTRUCTURE LIMITED
CIN-L40102MH1979PLC021614

Statement of Profit and Loss for the year ended March 31, 2020

(Amount in Rs.)

Particulars	Note No.	For the year ended March 31, 2020	For the year ended March 31, 2019
Income			
Revenue from operations	17	5,51,22,123	6,02,68,602
Other income	18	53,79,044	23,03,189
Total Income		6,05,01,167	6,25,71,791
Expenses			
Purchase of Stock-in-Trade	20	1,42,69,917	41,46,597
Employee benefits expense	21	21,64,268	23,67,623
Depreciation and amortisation expenses	2	1,63,217	1,03,810
Other expenses	22	4,34,62,389	4,38,36,345
Total expenses		6,00,59,791	5,04,54,375
Profit / (Loss) before tax		4,41,376	1,21,17,416
Tax expense			
- Current Tax		6,00,000	29,00,000
- Short and Excess Provisions for Eariler years		3,83,026	-24,825
- Deferred Tax		-69,500	1,21,461
		9,13,526	29,96,636
Profit / (Loss) for the Year		-4,72,150	91,20,781
Other comprehensive income		-	-
Total Comprehensive Income for the Year		-4,72,150	91,20,781
Earning per share (EPS) (of Rs 10 each)			
Basic	24	-0.47	9.12
Diluted		-0.47	9.12

Significant accounting policies and
Notes forming part of financial statements

1
2-31

As per our report of even date as attached

FOR BAJRANG PARAS & CO
Chartered Accountants
ICAI Firm Registration No: 118663W

For and on behalf of the Board of Directors of
KRATOS ENERGY & INFRASTRUCTURE LIMITED

Rajesh R. Pawar
Whole Time Director
DIN-00232533

Irfan Ahmed Khan
Director
DIN-02258102

Hitesh Solanki
Partner
Membership No: 136487

Muralidharan P. Pisharam
Chief Financial Officer

Ravindra Gupta
Company Secretary

Place : Mumbai
Date : July 24, 2020

KRATOS ENERGY & INFRASTRUCTURE LIMITED
CIN-L40102MH1979PLC021614

Cash Flow Statement for the year ended March 31, 20

(Amount in Rs.)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit (Loss) before Tax	(4,72,150)	91,20,781
Adjustments for :		
Depreciation	1,63,217	1,03,810
Dividend income	(1,400)	(5,350)
(Profit) / Loss on Sale of Investments	(47,96,280)	(13,69,205)
Ind AS effect on Investments at fair value	39,76,255	(2,22,024)
Operating Profit (Loss) before changes in working capital	(11,30,358)	76,28,012
Adjustments for :		
Increase/(Decrease) in Trade payable & other Liabilities	1,75,021	22,50,124
Increase/(Decrease) in Trade Receivable and Other assets	(1,49,55,502)	(22,73,281)
Cash generated from Operations	(1,59,10,839)	76,04,856
Income Tax Paid (Net of Refund)	6,78,524	(1,52,633)
Net cash generated from operating activities (A)	(1,65,89,363)	77,57,489
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale proceeds/(Purchases) of Investments	2,56,27,228	(72,77,833)
Sale proceeds/(Purchases) of Fixed Assets	(39,940)	(9,50,826)
Maturity proceeds of Fixed Deposits/(Investment in Fixed Deposits)	87,77,412	(10,77,412)
Dividend income	1,400	5,350
Net cash generated from investing activities (B)	3,43,66,100	(93,00,721)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds /(Repayment) of Short Term borrowings	(1,99,92,932)	26,37,599
Net cash generated from financing activities (C)	(1,99,92,932)	26,37,599
Net Increase (Decrease) in cash and cash equivalents (A+B+C)	(22,16,195)	10,94,367
Opening Cash & Cash equivalents at beginning of year	23,24,583	12,30,216
Closing Cash & Cash equivalents at end of year	1,08,388	23,24,583
Components of cash and cash equivalents		
Cash on hand	27,047	11,516
Balances with scheduled banks:		
- In current accounts	81,341	23,13,067
- In deposit accounts with original maturity less than 3 months	-	-
Total Cash and cash equivalents	1,08,388	23,24,583

Note: Statement of Cash Flow has been prepared under the Indirect Method as set out in the Indian Accounting Standard (Ind As-7)
"Statement of Cash Flows"

Significant accounting policies and
Notes forming part of financial statements

1
2-31

As per our report of even date attached

FOR BAJRANG PARAS & CO
Chartered Accountants
ICAI Firm Registration No: 118663W

For and on behalf of the Board of Directors of
KRATOS ENERGY & INFRASTRUCTURE LIMITED

Hitesh Solanki
Partner
Membership No: 136487

Rajesh R. Pawar
Whole Time Director
DIN-00232533

Irfan Ahmed Khan
Director
DIN-02258102

Place : Mumbai
Date : July 24, 2020

Muralidharan P. Pisharam
Chief Financial Officer

Ravindra Gupta
Company Secretary

KRATOS ENERGY & INFRASTRUCTURE LIMITED
CIN-L40102MH1979PLC021614

Statement of Changes in Equity For the Year ended March 31, 2020

A. Equity Share Capital

(Amount in Rs.)

<u>Equity shares of INR 10 each issues, subscribed and fully paid</u>	No. of Shares	Amount
As at April 1, 2018	10,00,000	1,00,00,000
Increase/(decrease) during the year	-	-
As at March 31, 2019	10,00,000	1,00,00,000
Increase/(decrease) during the year	-	-
As at March 31, 2020	10,00,000	1,00,00,000

B. Other Equity

Particulars	Reserves & Surplus		Other	Total
	General Reserves	Retained Earnings	Comprehensive Income Equity Instruments through other Comprehensive income	
Balance as on April 1, 2018	2,10,85,973	1,01,04,691	-	3,11,90,664
Profit / (Loss) for the year	-	91,20,781	-	91,20,781
Other Comprehensive Income for the year	-	-	-	-
Total Comprehensive Income for the year	-	91,20,781	-	91,20,781
Balance as on March 31, 2019	2,10,85,973	1,92,25,472	-	4,03,11,445
Profit / (Loss) for the year	-	(4,72,150)	-	(4,72,150)
Other Comprehensive Income for the year	-	-	-	-
Total Comprehensive Loss for the year	-	(4,72,150)	-	(4,72,150)
Balance as on March 31, 2020	2,10,85,973	1,87,53,322	-	3,98,39,295

Notes forming part of financial statements 2-31

As per our report of even date as attached

FOR BAJRANG PARAS & CO
Chartered Accountants
ICAI Firm Registration No: 118663W

Hitesh Solanki
Partner
Membership No: 136487

Place : Mumbai
Date : July 24, 2020

**For and on behalf of the Board of Directors of
KRATOS ENERGY & INFRASTRUCTURE LIMITED**

Rajesh R. Pawar
Whole Time Director
DIN-00232533

Irfan Ahmed Khan
Director
DIN-02258102

Muralidharan P. Pisharam
Chief Financial Officer

Ravindra Gupta
Company Secretary

KRATOS ENERGY & INFRASTRUCTURE LIMITED

CIN-L40102MH1979PLC021614

Notes to the financial statements for the year ended March 31, 2020

Note - 2 Property, Plant And Equipment- March 31, 2020

(Amount in Rs.)

Particulars	Gross carrying value				Depreciation / Amortisation				Net carrying value	
	As at 01.04.19	Additions during the year	Deductions/ Adjustments	As at 31.03.20	As at 01.04.19	Additions during the year	Deductions/ Adjustments	As at 31.03.20	As at 31.03.20	As at 31.03.19
Tangible Assets										
Computers	1,45,641	-	-	1,45,641	38,686	39,529	-	78,215	67,426	1,37,142
Office Equipment	1,41,536	-	-	1,41,536	12,772	15,269	-	28,041	1,13,495	1,28,764
Furniture and Fixture	5,06,772	39,940	-	5,46,712	23,333	48,525	-	71,858	4,74,854	4,83,439
Air Conditioner	2,77,350	-	-	2,77,350	20,833	25,287	-	46,120	2,31,230	2,56,517
Mobile Handset	90,541	-	-	90,541	31,340	28,245	-	59,585	30,956	59,201
Printer	33,500	-	-	33,500	3,313	6,362	-	9,675	23,825	-
TOTAL	11,95,340	39,940	-	12,35,280	1,30,277	1,63,217	-	2,93,494	9,41,786	10,65,063
Previous Year	2,44,514	9,50,826	-	11,95,340	26,467.00	1,03,810	-	1,30,277	10,65,063	2,18,047

Note - 2(a) Property, Plant And Equipment- March 31, 2019

(Amount in Rs.)

Particulars	Gross carrying value				Depreciation / Amortisation				Net carrying value	
	As at 01.04.18	Additions during the year	Deductions/ Adjustments	As at 31.03.19	As at 01.04.18	Additions during the year	Deductions/ Adjustments	As at 31.03.19	As at 31.03.19	As at 31.03.18
Tangible Assets										
Computers	20,811	1,24,830	-	1,45,641	17,968	20,718	-	38,686	1,06,955	2,843
Office Equipment	73,607	67,929	-	1,41,536	2,364	10,408	-	12,772	1,28,764	71,243
Furniture and Fixture	33,635	4,73,137	-	5,06,772	-	23,333	-	23,333	4,83,439	33,635
Air Conditioner	25,920	2,51,430	-	2,77,350	3,040	17,793	-	20,833	2,56,517	22,880
Mobile Handset	90,541	-	-	90,541	3,095	28,245	-	31,340	59,201	87,446
Printer	-	33,500	-	33,500	-	3,313	-	3,313	30,187	-
TOTAL	2,44,514	9,50,826	-	11,95,340	26,467	1,03,810	-	1,30,277	10,65,063	2,18,047

KRATOS ENERGY & INFRASTRUCTURE LIMITED
CIN-L40102MH1979PLC021614

Notes to the financial statements for the year ended March 31, 2020

Note - 3 Non-Current Investments		(Amount in Rs.)	
Particulars	As at March 31, 2020	As at March 31, 2019	
Investments in Equity Instruments , Mutual Fund and Partnership Firm :			
<u>Equity Shares-(Long Term, Quoted)-At Fair Value through Profit and Loss</u>			
Nil (March 31, 2019 : 1,000) Equity Shares of Federal Bank Ltd of the face value of Rs. 10/- each	-	96,450	
<u>Mutual Fund-(Long Term, Quoted)-At Fair Value through Profit and Loss</u>			
Nil (March 31, 2019 : 15,053.970) Units of HDFC Floating Rate Income Fund	-	3,13,281	
<u>Equity Shares-(Long Term, Unquoted)-At book Value-(Refer Note-23)</u>			
Nil (March 31, 2019 : 44,475) Equity Shares of Ring Plus Aqua Ltd of the face value of Rs. 10/- each	-	53,37,000	
8,55,000 (31 March 2019 : 8,55,000) Equity Shares of El Dorado Guarantee Ltd of the face value of Rs. 10/- each	1	1	
	1	57,46,732	
Aggregate amount of quoted investments	-	2,00,001	
Aggregate amount of unquoted investments	1	20,51,761	
Aggregate Market Value of quoted investments	-	-	
Aggregate provision for diminution in value of Investments	-	-	

Note - 4 Other Financial Assets		(Amount in Rs.)	
Particulars	As at March 31, 2020	As at March 31, 2019	
Unsecured -Considered Good			
Deposit with National Stock Exchange	1,95,43,251	1,95,43,251	
Deposit for Office Premises	25,000	25,000	
Other Deposits-(Refer Note- 25)	68,82,885	68,82,885	
	2,64,51,136	2,64,51,136	

Note - 5 Income Tax Assets (Net)		(Amount in Rs.)	
Particulars	As at March 31, 2020	As at March 31, 2019	
Tax Deducted at Source (Net of Provision for Tax)	59,23,993	44,94,944	
	59,23,993	44,94,944	

Note -6 Deferred tax asset (Net)		(Amount in Rs.)	
Particulars	As at March 31, 2020	As at March 31, 2019	
On Account on Timming Difference of Depreciation on Fixed Assessts	95,041	25,541	
	95,041	25,541	

KRATOS ENERGY & INFRASTRUCTURE LIMITED
CIN-L40102MH1979PLC021614

Notes to the financial statements for the year ended March 31, 2020

Note - 7 Current Investments		(Amount in Rs.)	
Particulars	As at March 31, 2020	As at March 31, 2019	
Investments in Mutual Funds (Quoted): at Fair Value through Profit and Loss			
Nil (March 31, 2019 : 9,14,466.281) Units of Franklin - India Low duration Fund	-	1,98,80,497	
	-	1,98,80,497	
Aggregate amount of quoted investments	-	1,93,08,770	
Aggregate amount of unquoted investments	-	-	
Market value of quoted Investments	-	-	
Aggregate provision for diminution in value of Investments	-	-	
Note -8 Cash and cash equivalents		(Amount in Rs.)	
Particulars	As at March 31, 2020	As at March 31, 2019	
Balance with Bank in Current accounts	81,341	23,13,067	
Cash in Hand	27,047	11,516	
	1,08,388	23,24,583	
Note -9 Bank balances other than cash and cash equivalents		(Amount in Rs.)	
Particulars	As at March 31, 2020	As at March 31, 2019	
Deposits with maturity of more than three months but less than twelve months	-	87,77,412	
	-	87,77,412	
Note -10 Trade Receivables		(Amount in Rs.)	
Particulars	As at March 31, 2020	As at March 31, 2019	
(Unsecured , Considered Good)			
-Outstanding for a period exceeding six months for the date they are due	-	-	
-Others	67,06,369	72,271	
	67,06,369	72,271	
Note -11 Other Current Assets		(Amount in Rs.)	
Particulars	As at March 31, 2020	As at March 31, 2019	
Interest Receivable	-	31,061	
Dividend Receivable	-	-	
Balance with Government Authorities	30,89,498	3,18,567	
Advance made to Suppliers	45,00,000	52,06,967	
Advance receivable in cash or kind or for value to be received	70,19,094	7,30,594	
	1,46,08,592	62,87,189	

KRATOS ENERGY & INFRASTRUCTURE LIMITED
CIN-L40102MH1979PLC021614

Notes to the financial statements for the year ended March 31, 2020

Particulars	(Amount in Rs.)	
	As at March 31, 2020	As at March 31, 2019
Equity share capital		
Authorised :		
50,00,000 (50,00,000), Equity Shares of Rs. 10 each	5,00,00,000	5,00,00,000
	<u>5,00,00,000</u>	<u>5,00,00,000</u>
Issued, Subscribed and paid up		
10,00,000 (10,00,000) Equity Shares of Rs. 10 each fully paid up	1,00,00,000	1,00,00,000
	<u>1,00,00,000</u>	<u>1,00,00,000</u>

Terms and conditions

Equity shares

The Company has only one class of shares, that is, Equity shares having face value of Rs. 10/- per share. Each holder of Equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Details of Shareholders holding more than 5% shares in the Company

Equity shares

Particulars	As at 31 March 2020		As at 31 March 2019	
	No. of Shares	%	No. of Shares	%
Eldorado Guarantee Ltd	4,90,051	49.01	4,90,051	49.01

Reconciliation of Equity Shares outstanding

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	Rs.	No. of Shares	Rs.
Shares outstanding at the beginning of the year	10,00,000	1,00,00,000	10,00,000	1,00,00,000
Add/Less : Issued/ Buy Back	-	-	-	-
Shares outstanding at the end of the year	10,00,000	1,00,00,000	10,00,000	1,00,00,000

Note - 13 Other Equity

Particulars	(Amount in Rs.)	
	As at March 31, 2020	As at March 31, 2019
General Reserve		
Opening balance	2,10,85,973	2,10,85,973
Addition / transfers during the year	-	-
Closing balance	<u>2,10,85,973</u>	<u>2,10,85,973</u>
Retained Earnings		
Opening balance	1,92,25,472	1,01,04,691
Add : Net Profit (Loss) for the current year	-4,72,150	91,20,781
	<u>1,87,53,322</u>	<u>1,92,25,472</u>
	<u>3,98,39,295</u>	<u>4,03,11,445</u>

KRATOS ENERGY & INFRASTRUCTURE LIMITED
CIN-L40102MH1979PLC021614

Notes to the financial statements for the year ended March 31, 2020

Note - 14 Borrowings		(Amount in Rs.)	
Particulars	As at	As at	
	March 31, 2020	March 31, 2019	
Unsecured Loans*			
Inter-Corporate Loan	22,78,103	2,22,71,035	
	22,78,103	2,22,71,035	

*Above loans are repayable on demand and interest free

Note - 15 Trade payables		(Amount in Rs.)	
Particulars	As at	As at	
	March 31, 2020	March 31, 2019	
Due to Micro and small enterprises	-	-	
Due to other than Micro and small enterprises	25,27,198	3,85,512	
	25,27,198	3,85,512	

Note - 17 Other Current Liabilities		(Amount in Rs.)	
Particulars	As at	As at	
	31 March 2020	31 March 2019	
Advance received from Customers	-	15,26,369	
Statutory dues payable	1,90,711	6,31,007	
	1,90,711	21,57,376	

KRATOS ENERGY & INFRASTRUCTURE LIMITED
CIN-L40102MH1979PLC021614

Notes to the financial statements for the year ended March 31, 2020

Note - 18 Revenue from operations **(Amount in Rs.)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Consultancy charges (Net of taxes)	3,58,00,000	5,45,50,000
Sale of Work Contract Materials (Net of taxes)	1,93,22,123	57,18,602
	5,51,22,123	6,02,68,602

Note - 19 Other Income **(Amount in Rs.)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Interest income on		
-Fixed Deposit	4,10,305	5,99,444
-Income Tax Refund	1,71,058	1,04,600
Dividend on Shares	1,400	5,350
Profit on sale of Investments	47,96,280	13,69,205
Liabilities/Assets no longer Payable/Receivable (Net)	-	-
Fair value gain/(loss) on financial instruments at fair value through profit & loss	-	2,22,024
Credit Balances Written Back		2,566
	53,79,044	23,03,189

Note - 20 Purchases of Stock in Trade **(Amount in Rs.)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Purchase of Work Contract Materials	1,42,69,917	41,46,597
	1,42,69,917	41,46,597

Note - 21 Employee Benefits Expense **(Amount in Rs.)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Salaries and allowances to staff	19,73,262	21,98,952
Director's Remuneration	1,27,656	1,68,671
Staff Welfare	63,350	-
	21,64,268	23,67,623

KRATOS ENERGY & INFRASTRUCTURE LIMITED
CIN-L40102MH1979PLC021614

Notes to the financial statements for the year ended 31st March , 2020

Note - 22 Other Expenses

(Amount in Rs.)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Payment to Auditors		
- Audit Fees	30,000	30,000
- Limited Review Report	25,000	25,000
-Tax Audit Fees	30,000	30,000
-Certification and other services	-	17,000
Professional and Consultancy fees	3,77,13,227	4,12,60,945
Repairs and Maintenance charges		
-Repair to Machinery	-	-
-Repair to Building	-	-
-Repair to Others	35,786	5,31,957
Listing fees	3,00,000	2,50,000
Travelling and Conveyance expenses	2,78,301	7,00,388
Electricity expenses	56,660	78,700
Printing and Stationery expenses	70,423	88,806
Postage and Telephone expenses	90,511	54,620
Sundry Balance Written Off	-	50,004
CSR expenses (Refer note 30)	-	1,00,000
Reversal of Ind AS Fair Value effect	39,76,255	-
Miscellaneous expense	8,56,226	6,18,925
	4,34,62,389	4,38,36,345

KRATOS ENERGY & INFRASTRUCTURE LIMITED

CIN-L40102MH1979PLC021614

Notes to the financial statements for the year ended March 31, 2020**Note - 23**

The company's main business activity is consultancy in various fields. There is no reportable segment as per Ind AS 108 on Operating Segments

Note - 24 Earnings per share

Particulars	March 31, 2020	March 31, 2019
a) Profit after tax as per Statement of Profit and Loss (Rs.)	-4,72,150	91,20,781
b) Weighted average number of equity shares outstanding	10,00,000	10,00,000
c) Basic and diluted earnings per share in rupees (face value - Rs. 10 per share)	-0.47	9.12

Note - 25

The Company had paid Rs. 68,82,885/- in the year 1997 - 1998, to Brooklyn Hills & Properties Pvt. Ltd towards deposit for occupying office No. 317 at Maker Chambers V, Nariman point, Mumbai 400 021. Brooklyn Hills & Properties Pvt Ltd has not refunded the said deposit amount and therefore the Company is in the possession of the said premises since 1997 - 1998 and the same is included and shown in Other Deposits-Note No. 4 Other Financial Assets.

Note - 26

In the opinion of the board, the Current Assets, Loans and Advances are approximately of the value stated and realised in the ordinary course of business. The Provisions of all known liabilities is adequate and not in excess of the amount reasonably necessary.

Note - 27 Commitments and Contingencies

The Company is in receipt of a letter dated August 30, 2019 from the National Stock Exchange of India Ltd. enclosing therewith a copy of SEBI's letter dated August 8, 2019 demanding a sum of Rs. 1,48,09,580/- allegedly payable towards outstanding Turnover Fees for FY 1994-95 to 1998-99 under SEBI (Stock Brokers and Sub-brokers) Regulations, 1992 togetherwith interest thereon of Rs. 4,60,39,986/- aggregating to Rs. 6,08,49,556/-. The Company has challenged the said demand and filed an appeal before the Hon'ble Securities Appellate Tribunal which is pending before the Hon'ble Tribunal.

Note -28 Details of dues to micro and small enterprises as per MSMED Act, 2006

There are no Micro and Small Enterprises as defined in the Micro and Small Enterprises Development Act, 2006 to whom the Company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made. The above information regarding Micro and Small Enterprises has been determined to the extent such parties has been identified on the basis of information available with the Company.

Note - 29 Covid 19 Impact

The Covid - 19 pandemic has severley disrupted business operations due to lockdown and other emergency measures imposed by the government. The group has evaluated the impact of this pandemic on its business operations, liquidity and financial position, recoverability and carrying value of assets and based on management's review of current indicators and economic conditions there is no material adjustments required to be made on its financial results as at March 31, 2020. The impact assessment of Covid - 19 is a continuing process given the uncertainties associated with its nature and duration and accordingly the impact may be different from that estimated as at the date of approval of these financial results. The Group will continue to monitor any material changes to future economic conditions.

KRATOS ENERGY & INFRASTRUCTURE LIMITED

CIN-L40102MH1979PLC021614

Notes to the financial statements for the year ended March 31, 2020**Note - 30**

Related party transactions pursuant to Ind AS - 24

a) Related Parties:

Mr Rajesh Pawar (Whole Time Director)

Smt Sandhya Kotian (Director)

Mr. Muralidharan Pisharam (Chief Financial officer)

Mr Ravindra Gupta (Company Secretary)

Mr.Rohinton Poonawala (Independent Director)

Mr.Vivek Gadiyar (Director)

Mr.Irfan Khan (Independent Director)

(Amount in Rs.)

Nature Of Transaction	Year 2019 - 2020	Year 2018 - 2019
b) Nature Of Transaction during the year		
1) Remuneration to Directors / Key Managerial Personnel		
Mr Rajesh Pawar	75,906	99,671
Smt Sandhya Kotian	51,750	69,000
Mr. Muralidharan Pisharam	72,099	94,679
Mrs Pooja Lahoty	-	75,000
Mr Ravindra Gupta	4,45,135	3,18,086
2) Professional Fees to Directors in their Professional Capacity		
Mr.Rohinton Poonawala	11,50,000	10,80,000
Mr.Vivek Gadiyar	6,00,000	12,00,000
3) Consultancy Fees Paid (Interested Concern)		
Manipal HR Solutions LLP	-	20,50,000

Note - 31

Previous year's figures have been regrouped / reclassified and rearranged wherever necessary to confirm current year's classification.

As per our report of even date as attached

FOR BAJRANG PARAS & CO

Chartered Accountants

ICAI Firm Registration No: 118663W

For and on behalf of the Board of Directors of
KRATOS ENERGY & INFRASTRUCTURE LIMITED**Hitesh Solanki**

Partner

Membership No: 136487

Rajesh R. Pawar

Whole Time Director

DIN-00232533

Irfan Ahmed Khan

Director

DIN-02258102

Place : Mumbai

Date : July 24, 2020

Muralidharan P. Pisharam

Chief Financial Officer

Ravindra Gupta

Company Secretary

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

ATTENDANCE SLIP

(40th Annual General Meeting)

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

No. of shares held _____

I hereby record my presence at the 40th Annual General Meeting held on Wednesday, 25th November, 2020 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 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

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 40th Annual General Meeting of the Company, to be held on Wednesday, 25th November, 2020 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:

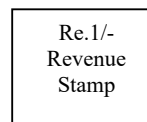
Resolution No.	Description of Resolution	Vote*	
		For	Against
1	Adoption of Financial Statements for the year ended 31 st March, 2020 together with the reports of the Directors' and Auditors' thereon.		
2	Appointment of Director in place of Mrs. Sandhya Kotian (DIN: 07129237) who retires by rotation and being eligible, offers herself for re-appointment.		
3	Appointment of M/s. H. G. Sarvaiya & Co., Chartered Accountants as Statutory Auditors for a period of five years and to fix their remuneration.		

*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 _____ 2020

Signature of Shareholder

Signature of Proxy holder (s)



- 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 40TH AGM OF THE COMPANY

