

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

SHORTER NOTICE OF EXTRA ORDINARY GENERAL MEETING

Shorter Notice is hereby given that Extra Ordinary General Meeting of the members of the Company will be held on Friday, the 22nd day of September 2023 at 11.00 a.m. at the Registered Office of the Company at 317, Maker Chamber V, 221 Nariman Point, Mumbai 400021 to transact the following business.

ITEM NUMBER: 1:

1. TO CONVENE THE EXTRAORDINARY GENERAL MEETING AT SHORTER NOTICE:

To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT the requisite consent of the shareholders of the company as per proviso to section 101 (1) of the Companies Act, 2013 is accorded to calling for this Extra Ordinary General Meeting under section 101 (1) of the Companies Act, 2013 at the registered office of the company at 317, Maker Chamber V, 221 Nariman Point, Mumbai 400021 on September 22, 2023 at 11:00 A.M."

ITEM NUMBER: 2:

2. TO FILE AN APPLICATION WITH THE NATIONAL COMPANY LAW TRIBUNAL UNDER SECTION 54A OF THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 54A of the Insolvency and Bankruptcy Code, 2016, and rules made thereunder, and applicable provisions of Companies Act 2013 or any other law for the time being in force, including the modifications, amendments from time to time, approval of the members of the Company, be and is hereby accorded to file an application to the National Company Law Tribunal (the NCLT), for initiating the Pre-packed Insolvency Resolution Process (PPIRP).

RESOLVED FURTHER THAT Mr. Rajesh Raghunath Pawar, Wholetime Director of the Company be and is hereby authorised to make an application before the National Company Law Tribunal and to file necessary documents, forms, affidavits or any other documents on behalf of the Company and before any authority or any Government office and to do all such acts, sign and do necessary things including authorising a Counsel or a Company Secretary in practice to represent before the NCLT and take required actions to give effect to the above resolution.”

By Order of the Board of Directors
For **KRATOS ENERGY & INFRASTRUCTURE LIMITED**

Place: Mumbai
Date: 15/09/2023

Mr. Rajesh Raghunath Pawar
Wholetime Director
DIN: 00232533

NOTES:

- (1) As per Section 102 of the Companies Act, 2013, the explanatory statement setting out the material facts concerning the special business is annexed to this notice.
- (2) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself and the proxy need to be a member of the Company.
- (3) A person can act as a proxy on behalf of Members not exceeding 50 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 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.
- (4) Members are requested to notify immediately any change in their address, contact number and email ID to the Company at its Registered Office.
- (5) All documents referred to in the Notice and accompanying explanatory statement are open for inspection by the members at the Registered Office of the Company before the meeting.
- (6) Route-map to the venue of the Meeting is provided at the end of the Notice.

ANNEXURE TO EXTRAORDINARY GENERAL MEETING NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following is the Explanatory Statement as required by section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Extra-Ordinary General Meeting of the members of the company.

ITEM No. 1: To Convene Extra-Ordinary General Meeting at Shorter Notice:

In terms of section 101 (1) of the Companies Act, 2013 a general meeting of a company may be called by giving not less than clear 21 days' notice either in writing or through electronic mode in such manner as may be prescribed.

Provided that an Extra-Ordinary general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by majority in number of members entitled to vote and who represent not less than ninety-five percent.

Your directors recommend the resolution for your approval.

None of the directors, Key managerial personnel (KMP) of the company and the relative of director and KMP is in any way concerned or interested in the proposed resolution.

ITEM No. 2: To File an Application with The National Company Law Tribunal Under Section 54A Of the Insolvency and Bankruptcy Code, 2016:

a) The nature of concern or interest, financial or otherwise, if any, in respect of each item of the notice:

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested in this resolution.

b) Meaning, scope and implications of Item No. 2 of as required under Section 102 of the Companies Act, 2013:

To increase its operations and reach, Kratos Energy and Infrastructure Limited borrowed certain funds from Tricom Prints and Packaging Private Limited as per the agreement executed between Tricom Prints and Packaging Private Limited and Kratos Energy and Infrastructure Limited.

The promoters of Kratos Energy & Infrastructure Limited were actively involved in providing consultancy services in the energy, power, and other sectors. Recognizing the promising growth opportunities in these sectors nationwide, they decided to expand their consultancy services primarily to corporate clients interested in developing energy/power and other projects.

Kratos Energy and Infrastructure Limited provided an advance for the purpose of business research to Amoha Traders Pvt Ltd (Amoha) to venture into a new business. However, Kratos Energy and Infrastructure Limited failed to make the agreed-upon payment to Amoha, resulting in incomplete research work and the failure to meet its commitments to potential customers. As a consequence, Kratos Energy and Infrastructure Limited incurred losses, leading to its inability to repay the loan to Tricom Prints and Packaging Private Limited.

The Corporate Debtor was facing challenges as it experienced a loss of business and setbacks, which reduced business activities. Additionally, the company encountered legal obstacles, exacerbating its difficulties and leading to a downturn in its operations. Because of this, the company intends to initiate the Pre-packed insolvency resolution process.

In terms of SECTION 54A of the Insolvency and Bankruptcy Code, 2016, filing an application before the NCLT requires approval of the Shareholders of the Company by way of Special Resolution. Hence the proposed resolution needs to be passed as a Special Resolution.

By Order of the Board of Directors

Place: Mumbai
Date: 15/09/2023

Mr. Rajesh Raghunath Pawar
Wholetime Director
DIN: 00232533

SHORTER NOTICE CONSENT

[pursuant to provisions of Section 101(1) of the Companies Act, 2013]

To,

The Board of Directors

KRATOS ENERGY & INFRASTRUCTURE LIMITED

317, MAKER CHAMBER V,

221 NARIMAN POINT, MUMBAI – 400021

I/We, _____ (Name of the shareholder) son/daughter/wife of _____, resident of _____ (Address of the shareholder), holding _____ (Number of Equity/Preference shares) of Rs. _____ each in the company, in my name/joint name, hereby give consent pursuant to provisions of Section 101(1) of the Companies act, 2013 to hold the Extraordinary General Meeting of the company scheduled to be held on 22/09/2023 at 317, Maker Chamber V, 221 Nariman Point, Mumbai - 400021 at 11.00 a.m. at shorter notice.

Signature

Name of the Member:

Date:

Place:

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ATTENDANCE SLIP

(Extra Ordinary General Meeting)

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

No. of shares held _____

I hereby record my presence at the Extra Ordinary General Meeting held on Friday, 22nd September, 2023 at 11.00 a.m. at 317, Maker Chamber V, 221, Nariman Point, Mumbai-400 021.

Member's Name: _____

Proxy's Name: _____

Member's/ Proxy's Signature

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

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FORM MGT-11

PROXY FORM

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

Name of the Member(s): _____

Registered Address: _____

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

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

(1) Name:

Address:

Email Id: _____ or failing him/her;

(2) Name:

Address:

Email Id: _____ or failing him/her;

(3) Name:

Address:

Email Id: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary
General Meeting of the Company, to be held on Friday, 22nd September, 2023 at 11.00 a.m. at 317, Maker
Chamber V, 221, Nariman Point, Mumbai-400 021 and at any adjournment thereof in respect of such
resolutions as are indicated below:

Resolution No.	Description of Resolution	Vote*	
		For	Against
1	To Convene Extra-Ordinary General Meeting at shorter Notice:		
2	To File an Application with the National Company Law Tribunal under Section 54A of Insolvency and Bankruptcy Code, 2016:		

*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 _____ 2023

Signature of Shareholder

Signature of Proxy holder (s)

Re.1/-
Revenue
Stamp

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

Route Map for Extra Ordinary General Meeting Venue

General Meeting Address – Registered office

