



# KRATOS ENERGY & INFRASTRUCTURE LIMITED

(Formerly DIL VIKAS FINANCE LIMITED)

Registered Office : 317, Maker Chambers V, 221, Nariman Point, Mumbai - 400 021.  
Telephone Nos : 3028 1941 / 2264 2264 Fax : 6634 1941  
E-mail : dvfl@rediffmail.com

## NOTICE

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the members of the Company will be held on Thursday, 30<sup>th</sup> September 2010 at 3.30 p.m. at the registered office of the Company at 317, Maker Chamber V, 21, Nariman Point, Mumbai – 400021 to transact the following business-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March 2010 and the Profit and Loss Account of the Company for the year ended on that date along with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pranav Sanghvi, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. Sadhana D. Shah & Co., Chartered Accountants, as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting.

### SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Ordinary Resolution:

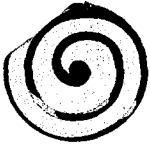
**“RESOLVED THAT** pursuant to provisions of section 94(1)(d) of the Companies Act, 1956 and Article 3 of the Articles of Association of the Company, each of the existing fully paid equity shares of Rs. 10/- each in the capital of the Company be divided into two fully paid equity shares of Rs. 5/- each . The subdivision shall take effect from the date to be decided by the Board of Directors of the Company and/or of a committee thereof in consultation with the concerned stock exchange and other authorities if any.

**RESOLVED FURTHER THAT** the Board of directors of the Company, be and is hereby authorized to call for the share certificates already issued for cancellation and to issue fresh share certificates pursuant to the Companies (Issue of Share Certificates) Rules, 1960.

**CERTIFIED TRUE COPY**

For Kratos Energy and Infrastructure Limited

Authorized Signatory



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**RESOLVED FURTHER THAT the Board be and is hereby authorized to settle any issue pertaining to or arising out of subdivision of and issue of new equity shares certificates, in such manner as it may think fit and to agree to any condition which may be imposed or any modification, which would be proposed by the concerned authorities. The time frame to implement the above will be subject to approval from concerned authorities"**

5. To consider the following resolution and pass the same, with or without modification, as a Ordinary Resolution:

**"RESOLVED THAT pursuant to Section 16 and other applicable provisions, if any, of the Companies Act, 1956, the existing Clause V of the Memorandum of Association of the Company be substituted by the following new Clause V:**

The Authorized Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 1,00,00,000 (One Crore only) Equity Shares of Rs. 5/- (Rupees Five only) each. The Company has the power, from time to time, to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions, or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and vary, modify or abrogate any such right, privilege or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.

6. To consider the following resolution and pass the same with or without modification, as a special resolution:

**"RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the Articles of the Association of the Company be and are hereby altered in the following manner:**

That the existing Article 3, be and is hereby deleted and substituted in its place by the following new Article:

3. The Authorized Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 1,00,00,000 (One Crore only) Equity Shares of Rs. 5/- (Rupees Five only) each. The Company shall have power to increase, consolidate, sub-divide, reduce or otherwise alter its share capital, subject to the provisions of the Act."



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## NOTES:-

1. A member entitled to attend and vote at the meeting is entitled appoint a proxy to attend and vote instead of himself and the proxy need not be member.
2. The Register of Members and Share Transfer Registers will remain closed from September 27, 2010 to September 30, 2010 (both days inclusive) (both days inclusive) for the purpose of updation of records.
3. Members are requested to intimate change of address (if any) to the Company at its registered office.

## EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956:

### Item no. 4 to 6:

The Directors of the Company feel desirable to sub-divide one Equity Shares of the Company of Rs. 10/- each into two Equity Shares of Rs. 5/- each. Consequent amendment in the relevant clauses of Memorandum and Articles of Association of the Company is also proposed.

A copy of the Memorandum & Articles of Association is available for inspection of the members at the Registered Office of the Company on any working day prior to the date of the Annual General Meeting.

Your Directors recommend this resolution for your approval.

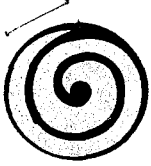
None of the Director is interested in the passing of the afore-said resolutions except to the extent of their share holding.

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

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

Director

Date: 4<sup>th</sup> September, 2010



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## DIRECTORS' REPORT

The Members

Kratos Energy & Infrastructure Ltd.

Your Directors have pleasure in presenting the 30<sup>th</sup> Annual Report and Audited Statements of Accounts of the Company for the year ended 31<sup>st</sup> March, 2010.

### FINANCIAL RESULTS:

Particulars	Current Year 2009-10 (Rs.)	Previous Year 2008-09 (Rs.)
Total Income	10,34,486	777,723
Profit / (Loss) before Depreciation & Taxation	7,71,354	602,459
Less: Depreciation	56,195	69,911
Less: Provision for Taxation	1,10,406	Nil
Add/Less: Provision for Deferred Tax Asset /Liability	1,253	2,901
Profit (Loss) after Taxation	6,0,606	535,449
Add: Balance b/f last year	(39,69,899)	(45,05,348)
Balance c/f to Balance Sheet	(33,63,893)	(39,69,899)

### DIVIDEND:

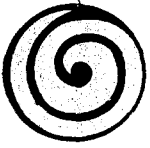
Due to losses and insufficient distributable profits, the Directors do not recommend any dividend for the year under consideration.

### DIRECTORS

In accordance with the provisions of Companies Act, 1956 and the Articles of the Company, Mr. Garnet Rego retire by rotation at the forthcoming AGM, and being eligible, offers himself for re-appointment.

### LISTING OF SECURITIES

The shares of the Company are listed on Bombay Stock Exchange Ltd. and the listing fees for the current year has been paid.



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## **PUBLIC DEPOSIT**

During the year under review, your Company has neither accepted nor renewed any deposits within the meaning of section 58-A of the Companies Act, 1956.

## **PARTICULARS OF EMPLOYEES:**

No employees of the Company was drawing remuneration in excess of the limit prescribed under Section 217 (2A) of the Companies Act, 1956, read with the Company's (Particulars of Employees) Rules 1975 and hence no information is furnished under these provisions.

## **AUDITORS:**

M/s Sadhana D. Shah & Co., Chartered Accountants, Mumbai, Statutory Auditors of the Company retire at ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The Company has received a certificate from the Auditors u/s. 224(1B) of the Companies Act, 1956 to the effect that their re-appointment, if made, will be within the limit prescribed.

## **AUDITOR'S REPORT**

With reference to point 6 of the Annexure of the Auditors Report, the Company would like to state that since the volume of activity is minimal, there is no internal audit system in place.

## **SECRETARIAL COMPLIANCE CERTIFICATE**

The Compliance Certificate received in accordance with the provisions of section 383A (1) of the Act read with the Companies (Compliance Certificate) Rules 2001 being attached to the Directors' Report.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO**

The disclosure of particulars of energy conservation and technology absorption pursuant to the provisions of Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, are not given as the same are not applicable to the Company..

There were so foreign exchange earning or outgo during the year.



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## DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to section 217 (2AA) of the Companies Act 1956, your Directors confirm:-

- 1) That the applicable accounting standards have been followed in the preparation of annual accounts.
- 2) That the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of state of affairs of the company at the end of the financial year and of the profit of the company for that period.
- 3) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 1956 for safe guarding the assets of the company and for preventing and detecting fraud and other irregularities.
- 4) That the Directors have prepared the annual accounts on a going concern basis.

## ACKNOWLEDGEMENT

The Directors take this opportunity to express their thanks and appreciation for the co-operation and assistance received from the Bankers, Government Authorities and other business associates.

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

Director

Director

Place: Mumbai

Date : 4<sup>th</sup> September 2010

**COMPLIANCE CERTIFICATE**

[Under Section 383A of the Companies Act, 1956 &  
Rule 3 of Companies (Compliance Certificate) Rules, 2001]

The Members,  
M/s. Kratos Energy & Infrastructure Ltd.  
317, Maker Chambers V,  
221, Nariman Point,  
**MUMBAI-400 021.**

Company No: 11-21614  
Authorised Capital: Rs. 5,00,00,000/-  
Paid up Capital: Rs. 1,00,00,000/-

We have examined the registers, records, books and papers of M/s. KRATOS ENERGY & INFRASTRUCTURE LIMITED (earlier known as "DIL VIKAS FINANCE LIMITED") as required to be maintained under the Companies Act, 1956, and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31<sup>st</sup> March, 2010 ('the financial year'). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, under the Act and rules made thereunder. However, no forms or returns were required to be filed with the Regional Director, Central Government, Company Law Board or other authorities.
3. The Company has the minimum prescribed paid-up capital and the Company being a public limited company, restriction on maximum number of members, subscription for shares and acceptance of deposits are not applicable.
4. The Board of Directors duly met **Seven** times respectively on **28<sup>th</sup> April 2009, 30<sup>th</sup> June 2009, 31<sup>st</sup> July 2009, 24<sup>th</sup> August 2009, 31<sup>st</sup> October 2009, 30<sup>th</sup> January 2010 and 3<sup>rd</sup> February 2010** in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the minutes book maintained for the purpose.
5. The Company closed its Register of Members from **28<sup>th</sup> September 2009 to 30<sup>th</sup> September 2009 (both days inclusive)** and necessary compliance of Section 154 of the Act has been made except giving of newspaper advertisement.



**CERTIFIED TRUE COPY**

For Kratos Energy and Infrastructure Limited

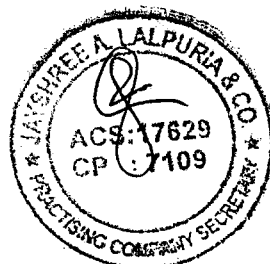
Authorised Signatory

6. The Annual General Meeting for the financial year ended on 31<sup>st</sup> March, 2009 was held on 30<sup>th</sup> September, 2009 after giving notice to the members of the Company as informed us by the management, however no proof of dispatch of notice was produced before us. The resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year ended 31<sup>st</sup> March, 2010.
8. The Company has not advanced any loan to any of its Directors or persons or firms or companies referred under Section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company has made necessary entries in the Register maintained under Section 301 of the Act during the year.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or the Central Government as the case may be.
12. The Company has not issued any duplicate Share Certificates during the financial year.
13. The Company:
  - a. was not required to deliver any share certificate as there was no allotment/transfer/transmission of securities during the financial year.
  - b. was not required to deposit any amount in a separate Bank Account as no dividend was declared during the financial year.
  - c. was not required to post warrants for dividend to any member of the company as no dividend was declared during the financial year.
  - d. was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund as there were no such cases.
  - e. has duly complied with the requirements of Section 217 of the Companies Act, 1956.
14. The Board of Directors of the Company is duly constituted. There was no appointment of Additional Director, Alternate Director or Director to fill casual vacancy during the financial year.





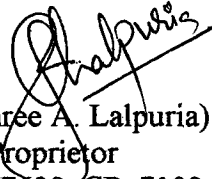
15. The paid-up capital of the Company being less than Rs. 5.00 crores, provisions of Section 269 of the Act with regard to appointment of Managing Director/Whole-time Director/Manager are not applicable.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central government, Company Law Board, Regional Director, Registrar and other authorities prescribed under the various provisions of the Act during the financial year.
18. The Directors have disclosed their interest in other firms/Companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. The Company has no preference shares and debentures, and hence the question of redemption does not arise.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits from the public including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The Company has not borrowed any amount from directors, members, public, financial institutions during the financial year ended 31<sup>st</sup> March 2010 and the amount borrowed by the Company from others is within the borrowing limits of the Company.
25. During the year, the Company has given advances to other body corporate. However it has not made any investment and has not given guarantees or provided securities to other bodies corporate during the year.
26. The Company has not altered the provisions of the Memorandum with respect to the situation of the Company's Registered Office from one state to another during the year under scrutiny.
27. The Company has altered the provisions of the Memorandum with respect to the objects of the Company vide resolution passed by the members through postal ballot results of which were declared on 16<sup>th</sup> March 2010, and complied with the provisions of the Act.



28. The Company has altered the provisions of the Memorandum with respect to change in the name of the Company from Dil Vikas Finance Limited to Kratos Energy & Infrastructure Limited vide resolution passed by the members through postal ballot results of which were declared on 16<sup>th</sup> March 2010, and complied with the provisions of the Act..
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has altered its Articles of Association with respect to change in its name vide resolution passed by the members through postal ballot results of which were declared on 16<sup>th</sup> March 2010, and complied with the provisions of the Act.
31. No prosecutions were initiated or show cause notices received by the Company for alleged offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has not constituted any Provident Fund u/s. 418 of the Companies Act, 1956 and hence provisions of Section 418 of the Act do not apply to the Company.

For **JAYSHREE A. LALPURIA & CO.,**  
**PRACTISING COMPANY SECRETARIES**



  
(Jayshree A. Lalpuria)  
Proprietor  
ACS: 17629 CP: 7109

Place: Mumbai  
Date: 27<sup>th</sup> May 2010

**KRATOS ENERGY & INFRASTRUCTURE LIMITED**  
**(EARLIER KNOWN AS DIL VIKAS FINANCE LIMITED)**

ANNEXURE 'A'

**Registers as maintained by the Company**

<u>Sr. No.</u>	<u>Name of Register</u>	<u>Section/Rule</u> <u>Under Companies Act, 1956</u>
1.	Register of Charges	Section 143
2.	Register of Members and Index thereto and share transfer	Section 150-151
3.	Minutes Book of meetings of Board of Directors and Committee thereof	Section 193
4.	Minutes Book of General Meetings..	Section 193
5.	Books of Accounts.	Section 209
6.	Register of Contracts in which Directors are interested.	Section 301(1)
7.	Register of Companies, firms in which directors are interested.	Section 301(3)
8.	Register giving particulars of Directors, Managing Director, Manager and Secretary.	Section 303
9.	Register giving details of Directors Shareholding.	Section 307

ANNEXURE 'B'

**Forms and Returns as filed by the Company during the year ended 31<sup>st</sup> March, 2010**

With the Registrar of Companies:

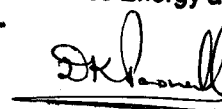
<u>Sr. No.</u>	<u>Form / Return No.</u>	<u>Filed under Section</u>	<u>Particulars</u>	<u>Date of filing</u>	<u>Whether filed in time Yes/No</u>	<u>If delay in filing, additional fees paid Yes/No</u>
1	Form 23AC & 23ACA	220	Annual Accounts for the year ended 31-03-2006	01-04-2009	No	Yes
2	Form 23AC & 23ACA	220	Annual Accounts for the year ended 31-03-2007	01-04-2009	No	Yes
3	Form 23AC & 23ACA	220	Annual Accounts for the year ended 31-03-2008	03-04-2009	No	Yes
4	Form 23AC & 23ACA	220	Annual Accounts for the year ended 31-03-2009	24-10-2009	Yes	No
5	Form 66	383A(1)	Compliance Certificate for the year ended 31-03-2009	24-10-2009	Yes	No
6	Form 20B	159	Annual Return for the AGM held on 30-09-2009	19-11-2009	Yes	No
7	Form 23	192	Special Resolution for change of name and objects of the Company	18-03-2010	Yes	No

With Regional Director

: Not Applicable

**CERTIFIED TRUE COPY**

For Kratos Energy and Infrastructure Limited



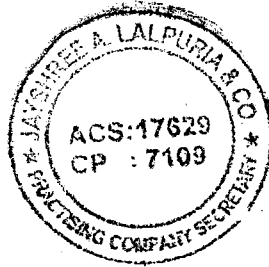
Authorised Signatory




With Central Government or other authorities : Not Applicable

For **JAYSHREE A. LALPURIA & CO.,**  
**PRACTISING COMPANY SECRETARIES**

Place: Mumbai  
Date: 27<sup>th</sup> May 2010



  
(Jayshree A. Lalpuria)  
Proprietor  
ACS: 17629 CP: 7109

**Sadhana D. Shah & Co.**  
**Chartered Accountants**  
**B/102, Ankita Bldg., H.J. Road,**  
**Dahisar (East), Mumbai 400068**  
**Mob.No.9867007898**

To the Members of **Kratos Energy and Infrastructure Limited**  
(Formerly DIL VIKAS FINANCE LTD.)

We have audited the attached Balance Sheet of Dil Vikas Finance Ltd., as at 31<sup>st</sup> March 2010 and the Profit and Loss Account and the Cash flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our Audit.

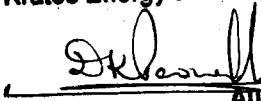
We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

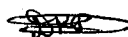
We report as follows:

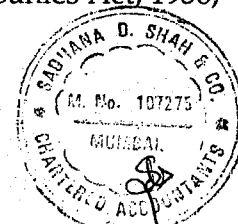
1. As required by the Companies (Auditor's Report) Order, 2003 as amended by Companies (Auditor's Report) (Amendment) Order 2004 issued by the Central Government of India, in terms of Section 227(4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in the paragraphs 4 and 5 of the said Order .
2. Further to our comments in the Annexure referred to in paragraph 1 above.
  - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of the books.
  - c) The Balance Sheet, Profit and Loss Account and cash flow statement dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the Balance Sheet, Profit and Loss Account and cash flow statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
  - e) On the basis of the written representations received from the Directors as on 31<sup>st</sup> March 2010 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31<sup>st</sup> March 2009 from being appointed as Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;

**CERTIFIED TRUE COPY**

For Kratos Energy and Infrastructure Limited

  
Authorised Signatory





f) Attention is invited to the following:

a) Note no.6 of schedule "J" regarding non payment of Turnover fee and interest thereon to SEBI

b) Implication on profitability if any, due to unreconciled transactions of sundry Creditors and Advances & Deposits recoverable at the end of the year, as considerable part of these are remained unreconciled since long period.

The effect of issues as referred in (b) could not be quantified and hence the effect on accounts of the same could not be ascertained.

g) In our opinion and to the best of our information and according to the explanations given to us, subject to our comments in Para f (a) and its consequential effect on profitability and financial statement and our comments in Para f (b) above, the said statement of accounts, read together with the Company's Accounting Policies and the Notes on Accounts thereon as defined in Schedule "L", give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

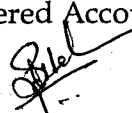
(i) in the case of the Balance Sheet, of the State of Affairs of the Company as at 31 st March 2010 and

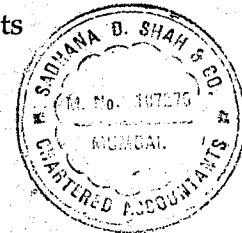
[ii] in the case of Profit and Loss Account, of the Loss of the Company for the year ended on that date

(iii) in the case of Cash Flow Statement, of the Cash Flows of the Company for the year ended on that date.

Place: Mumbai  
Date :30/06/2010

Sadhana D.Shah & Co.  
Chartered Accountants

  
Sadhana D.Shah  
Proprietor  
M.No.107275



*Sadhana D. Shah & Co.*

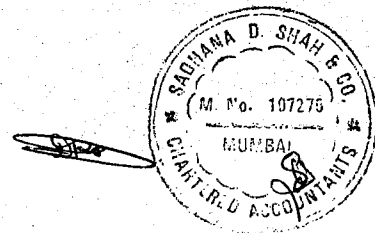
*Chartered Accountants*

*B/102, Ankita Bldg., H.J. Road,  
Dahisar (East), Mumbai 400068  
Mob. No. 9867007898*

**ANNEXURE TO THE AUDITOR'S REPORT**

Referred to in paragraph 1 of our report of even date

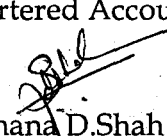
- 1 a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) Fixed assets have not been physically verified by the management during the year,
  - c) During the year, the Company has not disposed of any fixed assets.
  - 2 According to the information and explanations given to us, the company has neither granted nor taken any loans secured or unsecured to/from the companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956 and as such Clause 3i (a) to iii (g) are not applicable.
  - 3 In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business with regard to the purchase of fixed assets and for sale of goods and services. During the course of audit, we have not observed any continuing failure to correct major weakness in internal controls.
  - 4 According to the information and explanations given to us, there are no transactions made in pursuance of the contracts or arrangements that need to be entered in the Register maintained under Section 301 of the Companies Act 1956.
  - 5 The Company has not accepted any deposits from the public and consequently the provisions of Section 58A & 58AA of the Companies Act, 1956 and rules framed there under and directions issued by the Reserve Bank of India. are not applicable.
  - 6 The company is not having any formal internal audit system during the year under review.
- 

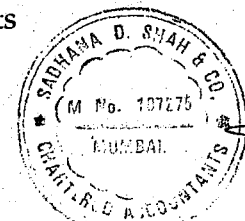


- 7 According to the information and explanations given to us Central Government has not prescribed maintenance of cost records under Section 209(1)(d) of the Companies Act. 1956.
- 8 i) The Company has been regular in depositing undisputed statutory dues including Income- Tax dues with the appropriate authorities and there were no arrears under the above head as on the balance sheet date except - 1) that in the matter of Audit fees provision ,TDS is not dedcuted & therefore not paid before the due date.
- ii) Keeping in view the present operations of the company the statutes relating to Sales Tax, Wealth-Tax, Customs Duty, Excise Duty, Investors Education and Protection Fund and Cess are not applicable to the Company.
- iii) There are no dues of Provident Fund, Employees State Insurance, Sales Tax, Income Tax, Customs Duty, Wealth Tax, Excise Duty and Cess which have been disputed and lying pending as at the close of the year.
- 9 The Company has accumulated loss which is less than 50% of its net worth as at 31st March 2010. The Company has not incurred cash losses during the current financial year but there were cash losses in the immediately preceding financial year.'
- 10 In our opinion and according to the explanations given to us the Company has not borrowed any amounts from banks, financial institutions or from debentures holders during the year under Audit.
- 11 According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 12 In our opinon the Company is not a Chit Fund, Nidhi or Mutual Benefit Fund/Society. Therefore Clause 4(xili) of the Companies (Auditors Report) Order 2003 is not applicable to the Company.
- 13 Based on the records examined and according to the information and explanations given to us, we are of the opinion that the Company has not entered into any type of transactions and contracts of dealing in securities during the year and therefore there are no changes incorporated in the existing records.
- 14 Other clauses are not applicable to the company.

Place: Mumbai  
I Date :30/06/2010

Sadhana D.Shah  
Chartered Accountants

  
Sadhana D.Shah  
Proprietor  
M.No.107275





Kratos Energy and Infrastructure Limited

(Formerly DIL VIKAS FINANCE LIMITED)

BALANCE SHEET AS AT 31/03/2010

(Amount in Rupees)

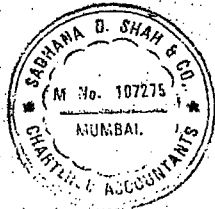
	SCH	Year Ended 31.03.2010	Year Ended 31.03.2009
<b>SOURCE OF FUNDS</b>			
1 Share Holders Fund			
a) Share Capital	A	10,000,000	10,000,000
b) Reserves and Surplus	B	21,085,973	23,891,332
		<u>31,085,973</u>	<u>33,891,332</u>
2 Unsecured Loans	C	635,000	635,000
	Total	<u>31,720,973</u>	<u>34,526,332</u>
<b>APPLICATION OF FUNDS</b>			
1 Fixed Assets	D		
i) Gross Block		4,985,190	4,985,190
Less: Depreciation		<u>4,699,096</u>	<u>4,642,901</u>
		286,094	342,289
2 Investments	E	2,051,760	2,051,760
3 Deferred Tax Asset (Net)		848,181	846,928
4 Current Assets, Loans & Advances	F		
a) Stock in Trade		-	-
b) Sundry Debtors		-	-
c) Cash & Bank Balance	G	198,745	2,662,302
d) Loans & Advances	H	27,692,064	27,386,208
		<u>27,890,809</u>	<u>30,048,510</u>
Less: Current Liabilities & Provisions	I		
a) Liabilities		(2,609,359)	(2,733,055)
b) Provisions		<u>(110,406)</u>	-
Net Current Assets		25,171,044	27,315,455
5 Profit & Loss A/c		3,363,893	3,969,899
		<u>31,720,973</u>	<u>34,526,332</u>

For Notes forming part of Accounts refer Schedule - J Annexed

As per our report of even date

for Sadhana D.Shah & CO.  
Chartered Accountants

Sadhana D.Shah  
Proprietor  
M.No.107275  
Place: Mumbai  
Date :30/06/2010



For and on behalf of the Board of Directors

Director

Director

Place: Mumbai  
Date :30/06/2010

**CERTIFIED TRUE COPY**

For Kratos Energy and Infrastructure Limited

**Authorised Signatory**

Kratos Energy and Infrastructure Limited

(Formerly DIL VIKAS FINANCE LIMITED)

Profit & Loss Account for the year ended on 31/03/2010

	SCH	(Amount in Rupees)	
		Year Ended 31.03.2010	Year Ended 31.03.2009
INCOME			
a) Other Income	J	1,034,486	777,723
		1,034,486	777,723
EXPENDITURE			
b) Administrative & other expenses	K	263,132	175,264
c) Depreciation	D	56,195	69,911
		319,327	245,175
Net Profit / (LOSS) before Tax.		715,159	532,548
Add/(Less): Deferred Taxation		1,253	2,901
Less : Provision for MAT		110,406	-
Profit / (Loss) for the year after taxation		606,006	535,449
Add: Balance Brought forward from Previous year		(3,969,899)	(4,505,348)
Balance transferred to Balance Sheet		(3,363,893)	(3,969,899)
Eaening Per Share of Rs.10/-each (Basic & Diluted)		0.61	0.54

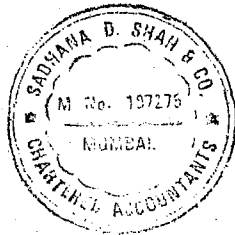
For Notes forming part of Accounts refer Schedule - J Annexed

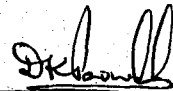
As per our report of even date

for Sadhana D.Shah & CO.  
Chartered Accountants

For and on behalf of the Board of Directors

Sadhana D.Shah  
Proprietor  
M.No.107275  
Place: Mumbai  
Date :30/06/2010



  
Director

  
Director

Place: Mumbai  
Date :30/06/2010

# Kratos Energy and Infrastructure Limited

(Formerly DIL VIKAS FINANCE LIMITED)

Schedule to Balance Sheet and Profit & Loss Account as at 31st March 2010

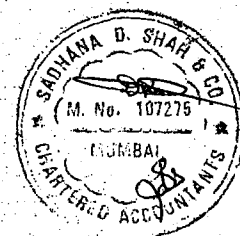
	31/03/2010	31/03/2009
	RUPEES	RUPEES
<b>A</b>		
<b>SHARE CAPITAL</b>		
<u>Authorised</u>		
50,00,000 Equity Shares of Rs.10/- each	50,000,000	50,000,000
<u>Issued, Subscribed and Paid-up:</u>		
10,00,000 Equity Share of 'Rs. 10/- each fully paid up	10,000,000	10,000,000
<b>B</b>		
<b>RESERVES AND SURPLUS:</b>		
General Reserve:		
As per Last Balance Sheet	23,891,332	23,891,332
	23,891,332	23,891,332
Less: Compensation given to Eldogaurantee Ltd.	2,805,359	-
	21,085,973	23,891,332
<b>C</b>		
<b>Unsecured Loans &amp; Advances :</b>		
Intercompany Deposits	635,000	635,000
	635,000	635,000
<b>E</b>		
<b>INVESTMENTS AT COST:</b>		
Long Term - Non Trade (Unquoted)		
128235 Equity Shares of Trinity Die Forges Ltd.	2,051,760	2,051,760
(Of Rs.10/- each fully paid up)	2,051,760	2,051,760
<b>F</b>		
<b>CURRENT ASSETS, LOANS AND ADVANCES :</b>		
<u>Sundry Debtors:</u>		
(Unsecured, Considered Good)		
Due for period exceeding six months	-	-
	-	-
<b>G</b>		
<b>Cash and Bank Balances:</b>		
Cash in hand	442	442
Balance with Scheduled Banks in Current Accounts	198,303	161,860
Deposit Accounts (Receipts pledged with Bank)	-	2,500,000
	198,745	2,662,302
<b>H</b>		
<b>Loans and Advances:</b>		
(Unsecured, Considered good)		
Intercompany Advances	815,019	281,430
Deposit with National Stock Exchange of India Ltd.	19,543,251	19,543,251
Other Deposits	6,882,885	6,882,885
Advance Recoverable in Cash or in kind or for value to be received	149,880	460,039
Advance Tax and Tax Deducted at Source	301,029	218,603
	27,692,064	27,386,208



# Kratos Energy and Infrastructure Limited

(Formerly DIL VIKAS FINANCE LIMITED)

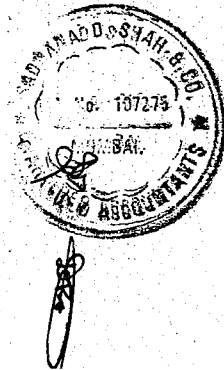
		31/03/2010	31/03/2009
I	<u>CURRENT LIABILITIES &amp; PROVISIONS:</u>		
	Liabilities:		
	Sundry Creditors	2,579,359	2,579,359
		<u>2,579,359</u>	<u>2,579,359</u>
	O/s.liabilities for Exp.& Other Liabilities	30,000	153,696
		<u>2,609,359</u>	<u>2,733,055</u>
	Provisions :		
	Provision for Taxation (MAT)	110,406	-
		<u>110,406</u>	<u>-</u>
J	<u>OTHER INCOME:</u>		
	Dividend	560	615,936
	Interest on Bk Fd	1,019,884	-
	Interest on RBI Bonds	10,000	84,000
	Interest on I.t.Refund	4,042	-
		<u>1,034,486</u>	<u>699,936</u>
K	<u>ADMINISTRATIVE AND OTHER EXPENSES:</u>		
	<u>Employees' Remuneration and Benefits:</u>		
	Salaries, Bonus and Perquisites	66,000	6,000
	Printing and Stationery & Courier Exp.	564	5,540
	Soct.Maintenance	40,216	87,306
	General Repairs & Maint.exp.	4,999	-
	Listing Expenses	11,030	1,184
	Advertisement	3,360	-
	Miscellaneous Exp.	1,000	-
	Legal and Professional Fees	87,581	16,247
	Bank Charges	1,882	4,487
	ROC Filing fees	16,500	24,500
	Auditor's Remuneration:		
	Audit Fees	30,000	30,000
		<u>263,132</u>	<u>175,264</u>



Schedule D  
FIXED ASSETS:

Asst. Year : 2010-11

Description	Rate	GROSS BLOCK			DEPRECIATION			NET BLOCK	
		As on 01/04/09	Addition	As on 31/03/10	As on 01/04/09	For the year	As on 31/03/10	As on 31/03/10	As on 31/03/09
Computers	40%	3,163,232	-	3,163,232	3,145,211	7,208	3,152,419	10,813	18,021
Office equipments & Electrical Installation	13.91%	1,149,256		1,149,256	917,603	32,223	949,826	199,430	231,652
Furniture & Fixture	18.10%	672,702	-	672,702	580,087	16,763	596,850	75,852	92,615
		4,985,190	-	4,985,190	4,642,901	56,195	4,699,096	286,094	342,288
Previous Year		4,985,190	-	4,985,190	4,572,990	69,911	4,642,901	342,288	412,200



Schedules forming parts of Accounts for the year ended 31<sup>st</sup> March, 2010

Schedule "J" : - Significant Accounting Policies & Notes on Accounts

I. Significant Accounting Policies

a) Basis of Accounting

The financial statements have been prepared under historical cost convention on an accrual basis & comply with the Accounting Standards referred to in section 211 (3C) of the Companies Act, 1956. (Except provision for retirement benefits of the Employee, Leave Salary & Bonus which are recorded on Cash Basis).

b) Revenue Recognition

All income and expenditure have a material bearing on the financial statements are recognised on accrual basis except Interest on Government Securities and Dividend which have been accounted on receipt basis.

c) Fixed Assets

Fixed Assets are stated at cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes taxes, duties, freight and other incidental expenses but net of Cenvat availed related to acquisition and installation of the respective fixed assets.

d) Impairment of Fixed Assets:

At the end of each year, the Company determines whether a provision should be made for impairment loss on fixed assets by considering the indication that an impairment loss may have occurred in accordance with Accounting Standard 28 on "Impairment of Assets" issued by the ICAI. Where the recoverable amount of any fixed assets is lower than its carrying amount, a provision for impairment loss on fixed assets is made for the difference

e) Depreciation

Depreciation on Fixed Assets has been provided on 'Written Down Value Method' as per the rates and in the manner specified in Scheduled XIV of the Companies Act, 1956. Depreciation on Additions / deletions has been accounted on pro-rata basis.

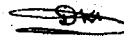
f) Valuation of Inventories

As informed by management there is no stock in hand in existence.

g) Investment

Investments that is intended to be held for more than a year from the date of acquisition are classified as long term investment and are carried at cost less any provision for permanent diminution in value.

h) Provisions and Contingent Liabilities



**Schedules forming parts of Accounts for the year ended 31<sup>st</sup> March, 2010**

security. A Case was filed by Eldo Guarantee Ltd. against the bank for doing such a transaction without informing it. Later on in the current year the matter was settled and 75% proceeds were issued to Eldo Gaurantee Ltd. as its share in the Fd. Since in the books of accounts liability was not created in the name of Eldo Gauarntee , it is shown as compensation paid to it and same is debited to "Reserves & surplus A/c". Since all the TDS certificates for Interest on this Fd are issued in the current year for last four years and in the name of Dilvikas Finance Ltd., it is shown under the head "Current Assets"

**8) Contingent Liabilities not provided for:**

ii) The company has received an intimation from SEBI for payment towards Provisional Turnover fee liability (NSE) and Interest on it upto the date , the amount of which is not yet ascertained due to some dispute with NSE, The company has not made any additional provision towards the said liability other than the provision of Rs.18.78 lacs made during the earlier years.

**9) Remuneration to Auditors**

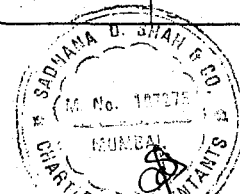
Particulars	2009-10 Amount (Rs.)	2008-09 Amount (Rs.)
Statutory Audit Fees	30,000	30,000
Service Tax	0	0
<b>Total</b>	<b>30,000</b>	<b>30,000</b>

**10) Expenditure In Foreign Currency**

NIL

**11) Earning Per Share (EPS):**

Particulars		Year Ended 31.03.2010	Year Ended 31.03.2009
<b>A</b>	Weighted average number of equity shares of Rs. 10/- each		
i.	Number of shares at the beginning of the year	10,00,000	10,00,000
ii.	Number of shares at the end of the year	10,00,000	10,00,000
iii.	Weighted average number of Equity Shares outstanding during the year	10,00,000	10,00,000
<b>B</b>	Net Profit / (Loss) after tax available for equity shareholders (Rs.)	6,06,006	535449
<b>C</b>	Basic and diluted income / (Loss) per share (in rupees) {B/A (iii)}	0.61	0.54



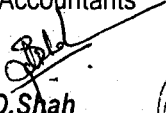
**Schedules forming parts of Accounts for the year ended 31<sup>st</sup> March, 2010**

- The basic earnings per share ("EPS") are computed by dividing the net profit /(loss) after tax for the year by the weighted average number of equity shares outstanding during the year.
  - The Company does not have any dilutive potential equity shares. Consequently the basic and diluted earning per share of the company remains the same.
- 12) **Related parties transactions : Compensation paid Rs.28,05,359**
- 13) **Primary Segment Reporting:**  
The company's main business is dealing in shares and securities and financial activities. There is no reportable segment as per accounting standard 17 on Segmental reporting.
- 14) Previous year's figures have been regrouped / reclassified and rearranged wherever necessary to confirm current year's classification.

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As per our Report of even date attached

**For Sadhana D.Shah & Co.**  
Chartered Accountants

  
**Sadhana D.Shah**  
Proprietor  
Mem. No. 107275



**For and on behalf of the Board**

  
Director

  
Director

Place : Mumbai  
Date : 30/06/2010



# Kratos Energy and Infrastructure Limited

(Formerly DIL VIKAS FINANCE LIMITED)

317, Maker Chambers V, 221 Nariman Point, Mumbai - 400021

ADDITIONAL INFORMATION AS REQUIRED UNDER PART IV OF SCHEDULE VI OF THE COMPANIES ACT, 1956:

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE:

1 REGISTRATION DETAILS:

Registration No.	:	21614
State Code	:	11
Balance Sheet date	:	31/03/2010

2 CAPITAL RAISED DURING THE YEAR:

Public Issue	:	NIL
Rights Issue	:	NIL
Bonus Issue	:	NIL
Private Placement	:	NIL
Further Issue	:	NIL

3 POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS:

(Rs.in Lacs)

Total Liabilities :	:	317.21
Total Assets :	:	317.21
Sources of funds:		
Paid-up Capital	:	100
Reserves and Surplus	:	210.86
Application of funds:		
Net Fixed Assets	:	2.86
Investments	:	20.51
Net Current Assets	:	251.71
Accumulated Reserves	:	210.86
Deferred Tax Asset(Net)	:	8.48

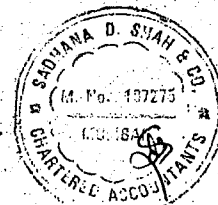
4 PERFORMANCE OF COMPANY:

Turnover	:	10.34
Total Expenditure	:	3.19
Profit/loss before Tax	:	7.15
Profit/loss after Tax	:	6.06
Earning per Share (Rs.)	:	0.61
Dividend rate	:	-

5 Generic names of three principal products/services of Company:

Item Code No. (ITC Code)

- i) Broking
- ii) Capital & Money Marker Operations
- iii) Financial Services



# Kratos Energy and Infrastructure Limited

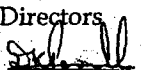
(Formerly DIL VIKAS FINANCE LIMITED)


317, Maker Chambers V, 221 Nariman Point, Mumbai - 400021

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.10

A. CASH FLOW FROM OPERATING ACTIVITIES :	31/03/2010	31/03/2009
Net Profit / (Loss) before Taxes	606,006	535,449
Adjustments for:		
Depreciation	56,195	69,911
Dividend receipts considered separately	(560)	(615,936)
	661,641	(10,576)
Operating Profit before changes in working capital		
Adjustments for		
Trade & other receivables	(305,856)	114,967
Trade payable	(13,290)	(403,534)
Unsecured Loans & Advances	-	(209,790)
Addition to Fixed Assets	-	-
Trfd to General Reserves	(2,805,359)	-
Addition to Deferred Tax Assets	(1,253)	(2,901)
Net cash generated from operations	(2,464,117)	(511,834)
Less : Provision for FBT	-	-
	(2,464,117)	(511,834)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Cash generated from Dividend	560	615,936
Net cash generated from investing activities	560	615,936
C. TOTAL INCREASE OR DECREASE IN CASH & CASH EQUIVALENTS DURING THE YEAR (A to B)	(2,463,557)	104,102
D. Opening Cash & cash equivalents	2,662,302	2,558,200
Closing Cash & cash equivalents	198,745	2,662,302
Net increase / (decrease) in cash & cash equivalents	(2,463,557)	104,102

Place: MUMBAI  
Date :30/06/2010

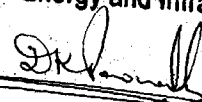
for and on behalf of the Board of  
Directors  
  
Director

  
Director

Place: Mumbai  
Date :30/06/2010

**CERTIFIED TRUE COPY**

For Kratos Energy and Infrastructure Limited



Authorised Signatory