

01st September 2023

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

Dear Sir,

Ref.: Scrip Code: 501261

Sub: 43rd AGM Notice, Annual Report 2022-23, Book Closure and E- voting Details

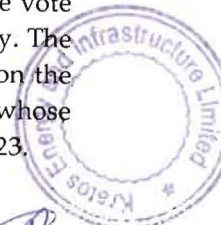
NOTICE is hereby given that the 43rd Annual General Meeting (AGM) of the Members of Kratos Energy & Infrastructure Limited will be held on Friday, 29th September, 2023 at 11.00 a.m. at the registered office of the Company situated at 317, Maker Chamber V, 21, Nariman Point, Mumbai – 400021.

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 2022-23 which is being dispatched / 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 Saturday, 23th September, 2023 to Friday, 29th September, 2023 (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 26th September, 2023 at 9:00 a.m. (IST) and ends on 28th September, 2023 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 Friday, 22nd September, 2023. The Notice has been sent to all the Members, whose names appeared in the Register of Members / Record of Depositories as on Friday, 25th August, 2023.



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

A person, whose name appears in the register of Members/Beneficial owners as on the cut-off date i.e. Friday, 22nd September, 2023 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. 22nd September, 2023 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 022-48867000/24997000/24994600/24994738 or toll free nos. 1800-222-990.

Kindly take the above on your record.

Thanking you,

Yours faithfully,

For **Kratos Energy & Infrastructure Limited**



Rajesh Raghunath Pawar
Whole-Time Director
DIN: 00232533



Place: Mumbai
Encl: As above

KRATOS ENERGY & INFRASTRUCTURE LIMITED

43rd ANNUAL REPORT

2022-23

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 43rd Annual General Meeting of the Company will be held on Friday, 29th September, 2023 at 11.00 a.m. at the registered office of the Company situated at 317, Maker Chamber V, 21, Nariman Point, Mumbai – 400021 to transact the following businesses-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statement of the Company for the financial year ended 31st March, 2023 along with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of), Mr. Rajesh Raghunath Pawar (DIN: 00232533) who retires by rotation and being eligible, offers himself for re-appointment.

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

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

Date: 14th August, 2023
Place: Mumbai

Rajesh Raghunath Pawar
Whole-Time Director
DIN: 00232533

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% (ten percent) of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Members/Proxies should bring the enclosed Attendance Slip duly filled in, for attending the meeting 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. 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.
6. 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.
7. 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.
8. 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 Shareregistry (India) Private Limited for assistance in this regard.

9. Queries on accounts and operations of the Company, if any, may please be sent to the Company at least seven days in advance of the meeting so that the information may be made readily available at the Meeting.
10. The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, 23rd September 2023 to Friday, 29th September 2023 (both days inclusive) for the purpose of Annual General Meeting of the Company.

11. VOTING THROUGH ELECTRONIC MEANS:

In compliance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 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 process and manner for remote e-voting are as under:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 26th September, 2023 (9:00 am) and ends on Thursday, 28th September, 2023 (5:00 pm). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 22nd September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 22nd September, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="592 696 1428 1413">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="592 1447 1428 2051">2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cspriyankagarwal@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Tejas Chaturvedi at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to dvfl@rediffmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to dvfl@rediffmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login

method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Date: 14th August, 2023
Place: Mumbai

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

Rajesh
Raghunath Pawar
Whole-Time Director
DIN: 00232533

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

Particulars	Mr. Rajesh Pawar
Age	50
Qualification	Graduate
Experience	Has been associated with the Company since April, 2013.
Terms & Conditions of appointment/ re-appointment	Appointment as a Whole Time Director liable to retire by rotation.
Remuneration sought to be paid	Nil
Remuneration last drawn	Nil
Date of first appointment on Board	25 th April 2013
Shareholding in the Company	Nil
Relationship with other Directors/Manager/ Key Managerial Personnel	Not applicable
No. of Board Meetings attended during the year	NA
List of Directorship in other entities	1.ZEN GLOBAL FINANCE LIMITED 2.CHITRAKALA INVESTMENT TRADE AND BUSINESSFINANCE LIMITED 3.SEA ROCK INVESTMENT LIMITED 4.ALLANZERS SECURITIES LIMITED 5. E'L DORADO GUARANTEE LIMITED 6.E'L DORADO SECURITIES PRIVATE LIMITED 7.INNOVATIVE FOAM LIMITED 8.ALPASARA FINVEST CARE ADVISORY PRIVATELIMITED 9.GREAT WESTERN FINANCE AND LEASINGLIMITED 10. ALPIC BBK FINANCE LIMITED
Membership/ Chairmanship of Committees of other listed entities	NA

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

(43rd Annual General Meeting)

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

No. of shares held _____

I hereby record my presence at the 43rd Annual General Meeting held on Friday, 29th 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.

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 43rd Annual General Meeting of the Company, to be held on Friday, 29th 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	Adoption of Financial Statements for the year ended 31 st March, 2023 together with the reports of the Directors' and Auditors' thereon.		
2	Appointment of Director in place of Mr. Rajesh Raghunath Pawar (DIN: 00232533) who retires by rotation and being eligible, offers herself for re-appointment.		

*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

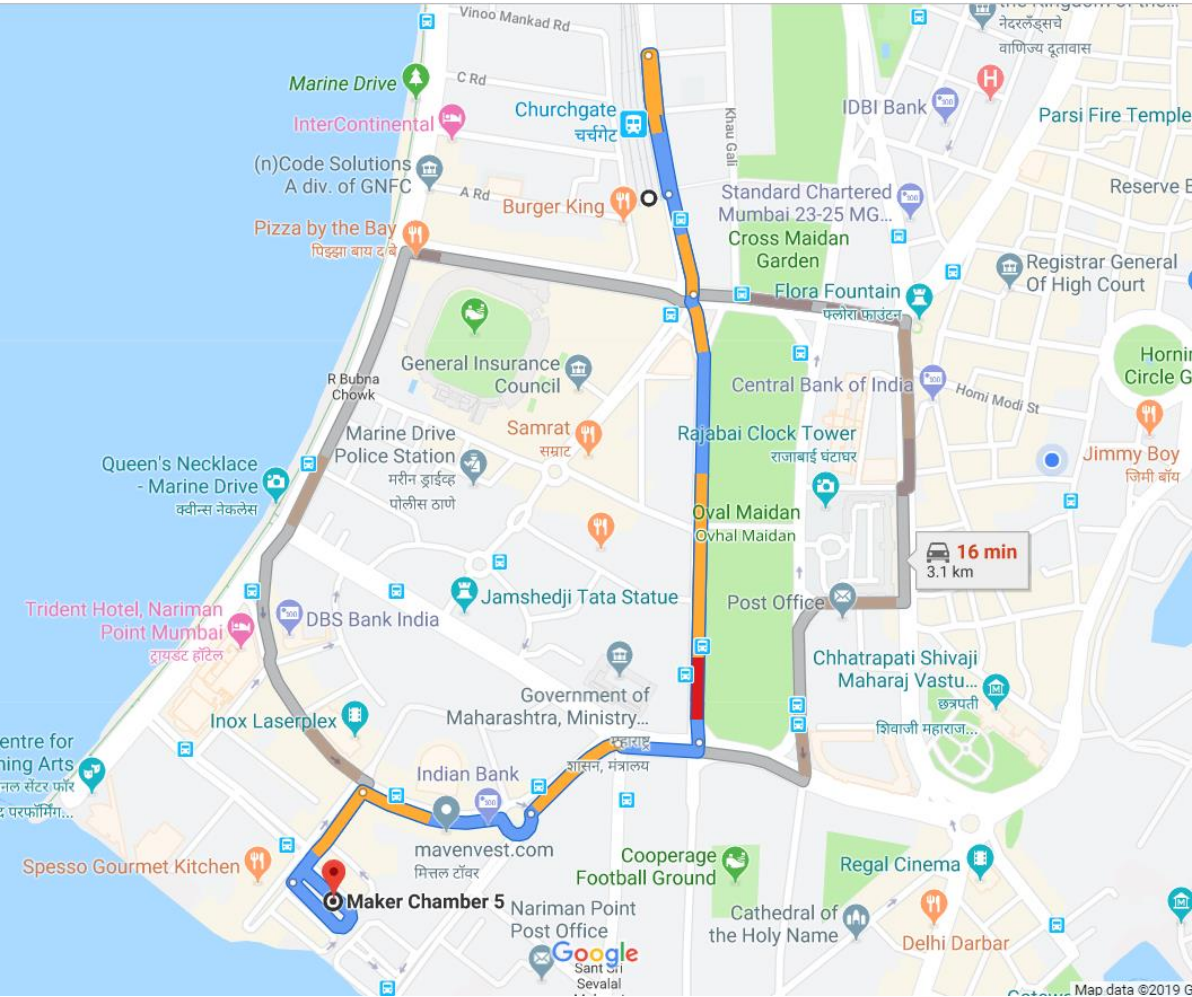
Signature of Shareholder

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 TO THE VENUE OF THE 43rd AGM OF THE COMPANY



DIRECTORS' REPORT

To
The Members,

Your Directors present herewith their 43rd Annual Report of your Company comprising the Audited Financial Statements for the year ended 31st March 2023.

1. FINANCIAL RESULTS:

(in Rs.)

	Year ended on 31-03-2023	Year ended on 31-03-2022
Total Income	12,35,259	1,01,22,101
Gross Profit before Depreciation and Tax	-15,30,244	7,85,055
Less: Depreciation	95,960	1,17,732
Profit / (Loss) before Tax	-16,26,204	6,67,323
Less: Provision for Current Taxation	-	1,48,000
Less : Short and Excess Provisions for Eariler years	-33,628	68,052
Less: Deferred Tax Asset	3,486	10,000
Profit/(Loss) after Taxation	-15,96,062	4,41,271
Balance brought forward from previous year	2,26,68,266	2,22,26,995
Add: Excess provision of income tax Written back	-	-
Balance carried forward to Balance Sheet	2,10,72,204	2,26,68,266

2. OPERATIONS & STATE OF AFFAIRS OF THE COMPANY

During the current year of operation, your Company has registered revenue from operation of Rs 11.40 lakhs, as compared to Rs. 92.74 lakhs in the previous financial year, an increase of about 87.70%. The other income stood at Rs. 0.95 lakhs as compared to Rs. 8.48 lakhs in the previous year. Your company has incurred a net loss of Rs. 15.96 lakhs as compared to a net profit of Rs. 4.41 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 2022-23, 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 order to conserve resources for future growth, your Directors do not recommend any dividend for the year 2022-23 and no amount has been transferred to any Reserve for the year ended 2022-23.

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, Mr. Rajesh Raghunath Pawar (DIN: 00232533) Director of the Company retires by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting.
2. Mr. Jigar Joshi, resigned as the Company Secretary and Compliance officer of the Company with effect from 15th February 2023.
3. Ms. Prerana Joshi, Appointed as the Company Secretary and Compliance officer of the Company with effect from 04th August 2023.

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

Pursuant to section 92(3) and 134(3)(a) of the Act read with Rule 12 of Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration amendment) Rules, 2021 dated 05.03.2021 a copy of the Annual Return is made available on the Website of the Company at www.kratosenergy.in

11. MEETINGS

During the year, 5 (five) 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 I”. 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 2022-23.

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. Niket Naik	Member
Mrs. Feroza Panday	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-II**”.

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, 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. 28 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 2022-23, 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 - III' 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

At the Company's 40th Annual General Meeting held on 25th November 2020, M/s. H. G. Sarvaiya & Co., Chartered Accountants (FRN: 0115705W), were appointed as Company's Statutory Auditors 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.

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, 2023. The Secretarial Audit Report for the financial year ended 31st March, 2023 is annexed herewith as "Annexure IV".

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 -V' and forms a part of the Annual Report.

27. AUDITOR'S REPORT

The Statutory Auditors M/s. H. G. Sarvaiya & Co., Chartered Accountants, have issued their reports on Financial Statements for the financial year 2022-23. The statutory audit report for the year 2022-23 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. H. G. Sarvaiya & 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 2022-23 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.

(Rajesh Pawar)
Whole Time Director
DIN: 00232533

(Irfan Khan)
Director
DIN: 02258102

Place: Mumbai
Date: 14th August, 2023

ANNEXURE I

Board Meetings:

The five Board Meetings were held during the financial year 2022-23 on 18th May 2022, 08th August 2022, 14th November 2022, 2nd February 2023, and 13th February 2023.

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	5
Mr. Rajesh Pawar	5
Mrs. Feroza Panday	5
Mr. Niket Jayesh Naik	5

Audit Committee meetings:

The four Meetings of the Audit Committee were held during the financial year 2022-23 on 18th May 2022, 08th August 2022, 14th November 2022 and 2nd February 2023.

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
Mrs. Feroza Panday	4
Mr. Niket Jayesh Naik	4

Nomination & Remuneration Committee meetings:

The Meetings of the Nomination & Remuneration Committee for the financial year ended 31st March, 2023 were held 18th May 2022 and 08th August, 2022

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	2
Mr. Niket Jayesh Naik	2
Mrs. Feroza Panday	2

Stakeholders Relationship Committee meetings:

The was no meeting of the Stakeholders Relationship Committee for the financial year ended 31st March, 2023 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 minuted and signed by the Chairman of the Committee. The same will be signed by the Chairman at the next meeting of the Committee.

Annexure III

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 2022-23	Mr. Rajesh Pawar – Whole-time Director – NA			
The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year 2022-23.	Name & Designation	2021-22 (in Rs.)	2022-23 (in Rs.)	% increase
	Rajesh Pawar - WTD	-	-	NA
	Muralidharan P. P. - CFO	-	-	NA
	Ravindra Gupta - CS*	5,57,800	63,154	NA
	Jigar Joshi - CS**	-	1,74,000	100%
The percentage increase in the median remuneration of employees in the financial year 2022-23.	The Median Remuneration of Employees (MRE) of the Company during the financial year 2022-23 was Rs. Nil and for the previous year it was Rs. Nil/-.			
The number of permanent employees on the rolls of the company	2			
Average percentage increase in the salary of non-managerial personnel: NA Average percentage increase in the salary of managerial personnel: NA justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: NA				

* CS Ravindra Gupta Resign from post of company secretary and compliance officer from 16/06/2022

** CS Jigar Joshi appointed as Company Secretary and compliance officer on 08/08/2022 and Resign from the same from 15/02/2023.

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

P M AGARWAL & CO.
COMPANY SECRETARIES

Regd. Off: 503, Atlanta Estate, Near Virwani Estate, Goregaon East, Mumbai-400063.

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[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
317, Maker Chamber V, 221 Nariman Point,
Mumbai-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 us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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, 2023 ('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, 2023 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.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. *The Company has received SOP Notice from the Bombay Stock Exchange (BSE Limited) for non-compliance under Regulation 33 of SEBI (LODR) Regulations, 2015. (Late submission of the financials for the quarter ended as on 30th September, 2022). However, the delay was only for one day and the fine was paid by the Company to BSE on 06th January, 2023.*

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**

Sd/-

(Priyanka M. Agarwal)
Proprietor

ACS: 51154 CP: 19363

UDIN: **A051154E000801574**

Peer Review No.: 1654/2022

Place: Mumbai

Date: 14th August, 2023

P M AGARWAL & CO.
COMPANY SECRETARIES

Regd. Off: 503, Atlanta Estate, Near Virwani Estate, Goregaon East, Mumbai-400063.

Annexure A

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, 2023 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

Sd/-

(Priyanka M. Agarwal)

Proprietor

ACS: 51154 CP: 19363

UDIN: **A051154E000801574**

Peer Review No.: 1654/2022

Place: Mumbai
Date: 14th August, 2023

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 2 employees of the Company as on 31.03.2023.

INDEPENDENT AUDITOR'S REPORT

TO

THE MEMBERS OF

Kratos Energy & Infrastructure Ltd.

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Kratos Energy & Infrastructure Ltd.**, (the "Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the -Act-) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its Profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA.'s) specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance or conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and in doing so consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters 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.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole 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 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 standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143 (3)(i) of the Act, 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 the management.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (I) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- 1) As required by Section 143(3) of the Act, based on our audit 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 including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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 operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's Internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended:
As the company has not paid remuneration to its directors during the year under reference hence the reporting under section 197(16) of the Act is not applicable.
 - h) 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, as amended, 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 applicable) on its financial positioning on its standalone financial statements.
 - ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii) There were no amounts which were required to be transferred to the investor Education and protection Fund by the Company.
 - iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner

whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c)Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e), as provided under (a) and (h) above, contain any material misstatement.

- 2) As required by the Companies (Auditor’s Report) Order, 2020(the “Order”) issued by the Central Government in terms of Section 143(11)of the Act, we give in “Annexure A” a statement on the matters specified in paragraphs 3 and 4 of the Order.

For H. G. SARVAIYA & CO
Chartered Accountants,
Firm Registration No. 115705W

Mr. Hasmukhbhai G. Sarvaiya
Proprietor
Membership No. 045038
UDIN No. : 23045038BGSKYG5863

Place: Mumbai
Date : 19.05.2023

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Kratos Energy & Infrastructure Ltd of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
 - (b) The Company does not have any intangible Assets.
 - (c) The Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (d) The company have immovable property as on the date of the balance sheet i.e. office Premises Valued at Rs. 38,71,300/-. Property, Plant and Equipment are held in the name of the Company as at the balance sheet date
 - (e) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - (f) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii.
 - (a) The Company does not have any inventory.
 - (b) The Company has not been sanctioned any working capital at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(i)(b) of the Order is not applicable.
- iii. The Company has investments in, companies, firms, limited liability partnerships and has granted unsecured loans to other parties, during the year if any/wherever applicable. The terms of these being made not prejudicial to the interest of the company and appropriate procedures are employed by the management wherever required. The repayment of principal wherever applicable are within stipulated time.
- iv. In our opinion, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans and investments.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- vii. In respect of statutory dues:
- (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, as applicable to them in the respective country.
 - (b) There were no undisputed amounts payable in respect of statutory dues, as applicable to them in the respective country in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.
 - (c) Since there are no statutory dues outstanding which are disputed as on 31.03.2023, this point is not applicable.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. (43 of 1961).
- ix. Please note as follows:
- a. The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
 - b. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - c. The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
 - d. The Company has not raised any funds on short/long term basis. Hence reporting under this clause is not applicable.
 - e. On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
 - f. The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x. Please note as under:
- a. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
 - b. During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

- xi. Please note as under:
- a. No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
 - b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT- 4 as prescribed under rule 11 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
 - c. We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures,
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-1A of the Reserve Bank of India Act. 1934. Hence, reporting under clause 3(xvi)(a),(b) and (c) of the Order is not applicable.
- (d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that

this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. (a) The provision for contribution towards Corporate Social Responsibility (CSR) are not applicable to the company, hence reporting under this clause is not applicable.

For H. G. SARVAIYA & CO
Chartered Accountants,
Firm Registration No. 115705W

Mr. Hasmukhbhai G. Sarvaiya
Proprietor
Membership No. 045038
UDIN No. : 23045038BGSKYG5863
Place: Mumbai
Date : 19 .05.2023

ANNEXURE 'B' TO THE INDEPENDENT AUDITOT'S REPORT

(Referred to in paragraph 1(f) under " Report on Other Legal and Regulatory Requirement's) section of our report to the Members of **Kratos Energy & Infrastructure Ltd** of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of the 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 Ltd**

("the Company") as of 31 March 2023 in conjunction with our audit of the standalone 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 ('ICAI'). 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 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.

Auditors' 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, issued by ICAI and deemed to be prescribed 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 judgment, 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 Company's 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 31 March 2023, 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 H. G. SARVAIYA & CO
Chartered Accountants,
Firm Registration No. 115705W

Mr. Hasmukhbhai G. Sarvaiya
Proprietor
Membership No. 045038
UDIN No. : 23045038BGSKYG5863
Place: Mumbai
Date : 19.05.2023

KRATOS ENERGY & INFRASTRUCTURE LIMITED
CIN-L40102MH1979PLC021614

Balance Sheet as at March 31, 2023

(Rs in Thousands)

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non - current assets			
(a) Property, plant and equipment	2	651.74	747.70
(b) Financial assets			
(i) Investments	3	0.00	0.00
(ii) Other financial assets	4	26,451.14	26,451.14
(c) Other Non - current assets	5	101.04	-
(d) Income tax assets (net)	6	114.00	783.46
(e) Deferred tax assets (net)	7	63.65	67.13
Total Non-current assets		27,381.57	28,049.44
Current assets			
(a) Financial assets			
(i) Cash and cash equivalents	8	245.50	1,303.29
(ii) Trade Receivables	9	-	538.81
(b) Other Current assets	10	36,686.99	24,544.56
Total Current assets		36,932.49	26,386.66
TOTAL ASSETS		64,314.06	54,436.10
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	11	10,000.00	10,000.00
(b) Other equity	12	42,158.18	43,754.24
Total equity		52,158.18	53,754.24
Current Liabilities			
(a) Financial liabilities	13	12,000.00	-
(b) Trade payables	14	52.00	508.39
(c) Other liabilities	15	103.89	173.48
Total Current liabilities		12,155.89	681.86
Total liabilities		12,155.89	681.86
TOTAL EQUITY AND LIABILITIES		64,314.07	54,436.10

Significant accounting policies and
Notes forming part of financial statements 1
2 - 31

As per our report of even date as attached

For H.G. Sarvaiya & Co.

Chartered Accountants

ICAI Firm Registration No: 115705W

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

Hasmukhbhai G. Sarvaiya

Prop. Membership No: 045038

Place : Mumbai

Date : 19 - 05 - 2023

Muralidharan P. Pisharam

Chief Financial Officer

KRATOS ENERGY & INFRASTRUCTURE LIMITED
CIN-L40102MH1979PLC021614

Statement of Profit and Loss for the year ended March 31, 2023

(Rs in Thousands)

Particulars	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Income			
Revenue from operations	16	1,140.00	9,274.47
Other income	17	95.26	847.63
Total Income		1,235.26	10,122.10
Expenses			
Purchase of Stock-in-Trade	18	-	642.97
Employee benefit expenses	19	548.54	893.80
Depreciation and amortisation expenses	2	95.96	117.73
Other expenses	20	2,216.96	7,800.28
Total expenses		2,861.46	9,454.78
Profit / (Loss) before tax		-1,626.20	667.32
Tax expense			
- Current Tax		-	148.00
- Short and Excess Provisions for Eariler years		-33.63	68.05
- Deferred Tax		3.49	10.00
		-30.14	226.05
Profit / (Loss) for the Year		-1,596.06	441.27
Other comprehensive income		-	-
Total Comprehensive Income for the Year		-1,596.06	441.27
Earning per share (EPS) (of Rs 10 each)			
Basic	22	-0.00	0.00
Diluted		-0.00	0.00

Significant accounting policies and
Notes forming part of financial statements

1
2 - 31

As per our report of even date as attached

For H.G. Sarvaiya & Co.
Chartered Accountants
ICAI Firm Registration No: 115705W

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

Hasmukhbhai G. Sarvaiya
Prop. Membership No: 045038

Rajesh R. Pawar
Whole Time Director
DIN-00232533

Irfan Ahmed Khan
Director
DIN-02258102

Place : Mumbai
Date : 19-05-2023

Muralidharan P. Pisharam
Chief Financial Officer

KRATOS ENERGY & INFRASTRUCTURE LIMITED
CIN-L40102MH1979PLC021614

Cash Flow Statement for the year ended March 31, 2023

(Rs. In Thousands)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit (Loss) after Tax	(1,596.06)	441.27
Adjustments for :		
Depreciation	95.96	117.73
Dividend income	-	-
Operating Profit (Loss) before changes in working capital	(1,500.10)	559.00
Adjustments for :		
Increase/(Decrease) in Trade payable & Other Liabilities	(525.97)	(4,072.07)
Increase/(Decrease) in Other Non - Current Assets	(101.04)	-
Increase/(Decrease) in Trade Receivable and Other Current Assets	(11,603.62)	2,758.50
Cash generated from Operations	(13,730.74)	(754.57)
Income Tax Paid (Net of Refund)	(672.95)	3,064.00
Net cash generated from operating activities (A)	(13,057.79)	(3,818.57)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale proceeds/(Purchases) of Investments	-	-
Sale proceeds/(Purchases) of Fixed Assets	-	(18.36)
Dividend income	-	-
Net cash generated from investing activities (B)	-	(18.36)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds /(Repayment) of Current Liabilities	12,000.00	-
Net cash generated from financing activities (C)	12,000.00	-
Net Increase (Decrease) in cash and cash equivalents (A+B+C)	(1,057.79)	(3,836.93)
Opening Cash & Cash equivalents at beginning of year	1,303.29	5,140.22
Closing Cash & Cash equivalents at end of year	245.50	1,303.29
Components of cash and cash equivalents		
Cash on hand	9.84	11.35
Balances with scheduled banks:		
- In current accounts	235.66	1,291.94
- In deposit accounts with original maturity less than 3 months	-	-
Total Cash and cash equivalents	245.50	1,303.29

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 H.G. Sarvaiya & Co.

Chartered Accountants

ICAI Firm Registration No: 115705W

Hasmukhbhai G. Sarvaiya

Prop. Membership No: 045038

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

Place : Mumbai
Date : 19-05-2023

Muralidharan P. Pisharam
Chief Financial Officer

KRATOS ENERGY & INFRASTRUCTURE LIMITED
CIN-L40102MH1979PLC021614

Statement of Changes in Equity For the Year ended March 31, 2023

A. Equity Share Capital

(Rs. In Thousands)

Equity shares of INR 10 each issues, subscribed and fully paid	No. of Shares	Amount
As at April 1, 2021	10,00,000	10,000
Increase/(decrease) during the year	-	-
As at March 31, 2022	10,00,000	10,000
Increase/(decrease) during the year	-	-
As at March 31, 2023	10,00,000	10,000

B. Other Equity

Particulars	Reserves & Surplus		Other Comprehensive Income	Total
	General Reserves	Retained Earnings	Equity Instruments through other Comprehensive income	
Balance as on April 1, 2021	21,085.97	22,227.00	-	43,312.97
Profit / (Loss) for the year	-	441.27	-	441.27
Other Comprehensive Income for the year	-	-	-	-
Total Comprehensive Income for the year	-	441.27	-	441.27
Balance as on March 31, 2022	21,085.97	22,668.27	-	43,754.24
Profit / (Loss) for the year	-	-1,596.06	-	-1,596.06
Other Comprehensive Income for the year	-	-	-	-
Total Comprehensive Loss for the year	-	-1,596.06	-	-1,596.06
Balance as on March 31, 2023	21,085.97	21,072.20	-	42,158.18

Notes forming part of financial statements

2 - 31

As per our report of even date as attached

For H.G. Sarvaiya & Co.

Chartered Accountants

ICAI Firm Registration No: 115705W

Hasmukhbhai G. Sarvaiya

Prop. Membership No: 045038

**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

Place : Mumbai

Date : 19-05-2023

Muralidharan P. Pisharam

Chief Financial Officer

KRATOS ENERGY & INFRASTRUCTURE LIMITED

CIN-L40102MH1979PLC021614

Notes to the financial statements for the year ended March 31, 2023

Note - 2 Property, Plant And Equipment- March 31, 2023**(Rs. In Thousands)**

Particulars	Gross carrying value				Depreciation / Amortisation				Net carrying value	
	As at 01.04.22	Additions during the year	Deductions/ Adjustments	As at 31.03.23	As at 01.04.22	Additions during the year	Deductions/ Adjustments	As at 31.03.23	As at 31.03.23	As at 31.03.22
Tangible Assets										
Computers	145.64	-	-	145.64	136.56	-	-	136.56	9.08	9.09
Office Equipment	141.54	-	-	141.54	53.86	8.88	-	62.73	78.81	87.68
Furniture and Fixture	613.51	-	-	613.51	179.22	55.09	-	234.31	379.21	434.29
Air Conditioner	295.71	-	-	295.71	95.97	25.63	-	121.60	174.11	199.74
Mobile Handset	90.54	-	-	90.54	84.74	-	-	84.74	5.80	5.81
Printer	33.50	-	-	33.50	22.41	6.36	-	28.77	4.73	11.10
TOTAL	1,320.44	-	-	1,320.44	572.74	95.96	-	668.70	651.74	747.70
Previous Year	1,302.08	18.36	-	1,320.44	455.00	117.73	-	572.74	747.70	

KRATOS ENERGY & INFRASTRUCTURE LIMITED

CIN-L40102MH1979PLC021614

Notes to the financial statements for the year ended March 31, 2023**Note - 3 Non-Current Investments (Rs. In Thousand)**

Particulars	As at March 31, 2023	As at March 31, 2022
Investments in Equity Instruments and Mutual Fund :		
8,55,000 (31 March 2022 : 8,55,000) Equity Shares of El Dorado Guarantee Ltd of the face value of Rs. 10/- each	0.00	0.00
	0.00	0.00
Aggregate amount of unquoted investments	0.00	0.00

Note - 4 Other Financial Assets

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured -Considered Good		
Deposit with National Stock Exchange	19,543.25	19,543.25
Deposit for Office Premises	25.00	25.00
Other Deposits-(Refer Note- 23)	6,882.89	6,882.89
	26,451.14	26,451.14

Note - 5 Other Non - Current Assets

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured -Considered Good		
Other Assets	101.04	-
	101.04	-

Note - 6 Income Tax Assets (Net)

Particulars	As at March 31, 2023	As at March 31, 2022
Tax Deducted at Source (Net of Provision for Tax)	114.00	783.46
	114.00	783.46

Note -7 Deferred tax asset (Net)

Particulars	As at March 31, 2023	As at March 31, 2022
On Account of Timming Difference of Depreciation on Fixed Assests	63.65	67.13
	63.65	67.13

KRATOS ENERGY & INFRASTRUCTURE LIMITED
CIN-L40102MH1979PLC021614

Notes to the financial statements for the year ended March 31, 2023

Note -8 Cash and cash equivalents (Rs. In Thousand)

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Balances with Banks in Current accounts	235.66	1,291.94
Cash in Hand	9.84	11.35
	245.50	1,303.29

Note -9 Trade Receivables

Particulars	As at	As at
	March 31, 2023	March 31, 2022
(Unsecured , Considered Good)		
-Outstanding for a period exceeding six months from the date they are due	-	-
-Others*	-	538.81
	-	538.81
* Ageing of Trade Receivables		
Less then 3 months	-	538.81
More then 3 months but less than 6 months	-	-
More then 1 year but less then 2 years	-	-
More then 2 years but less then 3 years	-	-

Note -10 Other Current Assets

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Balance with Government Authorities	2,202.12	2,100.72
Advance receivable in cash or in kind or for value to be received	34,484.88	22,443.84
	36,686.99	24,543.56

KRATOS ENERGY & INFRASTRUCTURE LIMITED

CIN-L40102MH1979PLC021614

Notes to the financial statements for the year ended March 31, 2023

Particulars	(Rs. In Thousand)	
	As at March 31, 2023	As at March 31, 2022
Note - 11 Equity share capital		
Equity share capital		
Authorised :		
50,00,000 (50,00,000), Equity Shares of Rs. 10 each	50,000	50,000
	<u>50,000</u>	<u>50,000</u>
Issued, Subscribed and paid up		
10,00,000 (10,00,000) Equity Shares of Rs. 10 each fully paid up	10,000	10,000
	<u>10,000</u>	<u>10,000</u>

A. 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.

B. Reconciliation of Equity Shares outstanding

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	(RS. in ThousandS)	No. of Shares	(RS. in ThousandS)
Shares outstanding at the beginning of the year	10,00,000	10,000	10,00,000	10,000
Add/Less : Issued/ Buy Back	-	-	-	-
Shares outstanding at the end of the year	10,00,000	10,000	10,00,000	10,000

C. Details of Shareholders holding more than 5% shares in the Company**Equity shares**

Particulars	As at 31 March 2023		As at 31 March 2022	
	No. of Shares	%	No. of Shares	%
Eldorado Guarantee Ltd	4,90,051	49.01	4,90,051	49.01

D. Details of Share's held by promoters as at year end:

Particulars	As at 31 March 2023		Percentage (%) of Changes during the year
	No. of Shares	%	
Eldorado Guarantee Ltd	4,90,051	49.01	-

Note - 12 Other Equity

Particulars	As at	As at
	March 31, 2023	March 31, 2022
General Reserve		
Opening balance	21,085.97	21,085.97
Addition / transfers during the year	-	-
Closing balance	<u>21,085.97</u>	<u>21,085.97</u>
Retained Earnings		
Opening balance	22,668.27	22,226.99
Add : Net Profit (Loss) for the current year	-1,596.06	441.27
	<u>21,072.20</u>	<u>22,668.27</u>
	42,158.18	43,754.24

KRATOS ENERGY & INFRASTRUCTURE LIMITED
CIN-L40102MH1979PLC021614

Notes to the financial statements for the year ended March 31, 2023

Note - 13 Financial Liabilities		(Rs. In Thousand)	
Particulars	As at March 31, 2023	As at March 31, 2022	
Project Advances	12,000.00	-	
	12,000.00	-	

Note - 14 Trade payables			
Particulars	As at March 31, 2023	As at March 31, 2022	
Due to Micro and small enterprises	-	-	
Due to other than Micro and small enterprises	52.00	508.39	
	52.00	508.39	

* Ageing of Trade Payables			
Less than 3 months	52.00	508.39	
More than 3 months but less than 6 months	-	-	
More than 1 year but less than 2 years	-	-	
More than 2 years but less than 3 years	-	-	

Note - 15 Other Current Liabilities			
Particulars	As at March 31, 2023	As at March 31, 2022	
Statutory dues payable	103.89	173.48	
	103.89	173.48	

KRATOS ENERGY & INFRASTRUCTURE LIMITED
CIN-L40102MH1979PLC021614

Notes to the financial statements for the year ended March 31, 2023

Note - 16 Revenue from operations (Rs. In Thousands)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Consultancy charges (Net of taxes)	1,140.00	8,630.00
Sale of Work Contract Materials (Net of taxes)	-	644.47
	1,140.00	9,274.47

Note - 17 Other Income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest income on		
-Fixed Deposit	-	-
-Income Tax Refund	35.26	516.43
Lease Rent Received (Net)	-	111.20
Miscellaneous Income	60.00	220.00
	95.26	847.63

Note - 18 Purchases of Stock in Trade

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Purchase of Work Contract Materials	-	642.97
	-	642.97

Note - 19 Employee Benefit Expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries and allowances to staff	548.54	873.80
Staff Welfare	-	20.00
	548.54	893.80

KRATOS ENERGY & INFRASTRUCTURE LIMITED

CIN-L40102MH1979PLC021614

Notes to the financial statements for the year ended 31st March , 2023**Note - 20 Other Expenses**

(Rs. In Thousands)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Payment to Auditors		
- Audit Fees	30.00	30.00
- Limited Review Report	-	12.00
-Tax Audit Fees	-	-
-Certification and other services	-	-
Professional and Consultancy fees	1,491.27	6,811.30
Repairs and Maintenance charges		
-Repair to Machinery	-	-
-Repair to Building	-	-
-Repair to Others	39.30	7.01
Listing fees	300.00	300.00
Electricity expenses	85.16	24.30
Printing and Stationery expenses	43.52	34.98
Postage and Telephone expenses	31.74	30.93
Sundry Balance Written Off	-	296.84
Miscellaneous expense	195.98	252.92
	2,216.96	7,800.28

KRATOS ENERGY & INFRASTRUCTURE LIMITED

CIN-L40102MH1979PLC021614

Notes to the financial statements for the year ended March 31, 2023**Note - 21**

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 - 22 Earnings per share

Particulars	March 31, 2023	March 31, 2022
a) Profit after tax as per Statement of Profit and Loss (Rs.)	-1,596.06	441.27
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)	-0.00	0.00

Note - 23

The Company had paid Rs. 6,882.89/- Thousand 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 - 24

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 - 25 Commitments and Contingencies

Upon the death of the promotor Mr. Bimal Gandhi on 08-05-2001 NSE did not permit the Company then named as Dil Vikas Finance Ltd to transact any business. From the above date the Company has not transacted any business on the exchanges. The NSE vide its letter dated 08-02-2006 confirmed that after adjusting the Company's dues , no dues were outstanding.

The Company then decided to venture out into completely new business and thus on 13-04-2020 the name of the Company was changed to Kratos Energy & Infrastructure Ltd and the " Objects " clause of the Memorandum of Association were suitably amended to reflect the new business. The Company had deposits with NSE (Shown in the Assets side of the Balance Sheet) and thus the Company in September 2017 applied for surrender of its Trading Membership of the NSE and return of the deposits. The NSE by its letter dated 08-12-2017, approved the Company's requests for surrender of its membership.

Subsequently , in August 2019 , the Company received letter from NSE forwarding therewith SEBI's letter dated 08-08-2019 demanding outstanding " Others " Fees amounting to Rs. 60,800.00 Thousand (Comprising of Rs. 14,814.58 Thousand as the principal and Rs. 46,039.99 Thousand as the Interest). The Company has vehemently contested the same on various counts before SEBI and the Hon'ble Securities Appellate Tribunal (SAT) and finally filed a Civil Appeal before the Hon'ble Supreme Court of India. The Hon'ble Supreme Court of India vide its order dated 16-05-2023 admitted the Civil Appeal and passed an order to the effect that further proceedings for the recovery pf the balance amount would remain stayed till the next date of hearing.

Note -26 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 - 27 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, 2023. 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, 2023**Note - 28**

Related party transactions pursuant to Ind AS - 24

a) Related Parties:

Mr Rajesh Pawar (Whole Time Director)

Mr.Irfan Khan (Independent Director)

Mr. Muralidharan Pisharam (Chief Financial Officer)

Mr. Niket Naik (Independent Director)

Mrs Feroza Panday (Director)

Mr Jigar Shamji Joshi (Company Secretary)
resigned w.e.f 15-02-2023**(Amount in Rs.)**

Nature Of Transaction	Year 2022 - 2023	Year 2021 - 2022
b) Nature Of Transaction during the year		
1) Remuneration to Directors / Key Managerial Personnel	-	-
Key Managerial Personnel		

NOTE - 29

a) The Company does not have any transactions with companies struck off under Section 248 of the Companies Act, 2013.

b) The Company does not have any unrecorded transactions that have been surrendered or disclosed as income during the year in the tax assessment under Income Tax Act, 1961.

c) No proceedings are initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988.

d) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year or preceding financial year

e) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

f) The Company has neither earned any income in foreign currency nor incurred any expenses in foreign currency.

g) The Company have not declared willful defaulter by any bank or any other financial institution at any time during the financial year.

h) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies) , including foreign entities (Intermediaries) with the understanding that the (Intermediaries) with the understanding that the Intermediary shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or,

b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

i) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or

b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

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 H.G. Sarvaiya & Co.

Chartered Accountants

ICAI Firm Registration No: 115705W

For and on behalf of the Board of Directors of

KRATOS ENERGY & INFRASTRUCTURE LIMITED**Hasmukhbhai G. Sarvaiya**

Prop. Membership No: 045038

Rajesh R. Pawar

Whole Time Director

DIN-00232533

Irfan Ahmed Khan

Director

DIN-02258102

Place : Mumbai

Date : 19-05-2023

Muralidharan P. Pisharam

Chief Financial Officer