# LORDS MARK INDIA LIMITED

(Formerly known as Kratos Energy & Infrastructure Limited)

Registered office: 317, Maker Chamber V, 221, Nariman Point, Mumbai – 400021

CIN: L35103MH1979PLC021614 Email Id: dvfl@rediffmail.com

Website: https://lordsmarkindia.com/ Contact: +91 (22) 2282 3853


To **Date: 08.09.2025**

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street,

Mumbai – 400 001

Dear Sir/Madam,

Sub.: Corrigendum to the 45th Annual Report for the financial year 2024-25 and Notice of Annual General Meeting - Reg. 30 and 34 of SEBI (LODR) 2015.

**Ref:** 1. M/s. **Lords Mark India Limited**; Scrip code **–501261**

2. Regulation 30 and 34 of SEBI (LODR) Regulations, 2015

Pursuant to Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Company has issued a Corrigendum to the Annual Report for the Financial Year [2024-25] along with an Addendum to the Notice of the 45th Annual General Meeting ("AGM") scheduled to be held on scheduled to be held on will be held on Tuesday, 30th September, 2025 at 11.30 A.M. through Video Conferencing (VC) or Other Audio Visual Means(OAVM).

The following item of business is added in the aforesaid Notice as Item No. 8 as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated 14th August 2025 and the notes provided therein. Attention of the shareholders is specifically drawn to the attached explanatory statement to explain the background of the proposal.

SPECIAL BUSINESS:

Item No. (8): Increase in Authorised Share Capital and Alteration of Memorandum of Association

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution;

"RESOLVED THAT pursuant to Section 61 and other applicable provisions of the Companies Act, 2013, read with the Articles of Association of the Company, and in accordance with the Order dated 28th July, 2025 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, sanctioning the Scheme of Amalgamation/reverse merger between Lord's Mark Industries Limited and Lords Mark India Limited (Formerly known as Kratos Energy & Infrastructure Limited (the Company), the consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs.190,00,00,000 (Rupees One Hundred Ninety Crore only) divided into 19,00,00,000 (Nineteen Crore) equity shares of Rs.10 each to Rs.800,00,00,000 (Rupees Eight Hundred Crore only) divided into 80,00,00,000 (Eighty Crore) equity shares of Rs.10 each."

"RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be substituted with the following:

V. The Authorised Share Capital of the Company is Rs.800,00,00,000 (Rupees Eight Hundred Crore only) divided into 80,00,00,000 (Eighty Crore) equity shares of Rs.10 each with power to increase, reduce, consolidate, sub-divide or otherwise re organize the share capital of the Company and to alter its shares into several classes in accordance with the provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to take such steps and do all such acts, deeds and things as may be necessary, proper, or expedient to give effect to this resolution, including filing of necessary e-forms with the Registrar of Companies."

**Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)**

The Hon'ble National Company Law Tribunal, vide its Order dated 28th July 2025, sanctioned the Scheme of Amalgamation between Lord's Mark Industries Limited (Strategic investors) and Lords Mark India Limited (Formerly known as Kratos Energy & Infrastructure Limited (the Company).

Pursuant to Section 232(3)(i) of the Companies Act, 2013, upon the Scheme becoming effective, the authorised share capital of the Transferor Company stands combined with that of the Company. Post such consolidation, the Company's authorised share capital stands at Rs.1900000000/- (19,00,00,000 equity shares of Rs.10 each).

As per the approved share exchange ratio, the Company is required to issue and allot 42,65,96,580 (Forty-two Crore sixty-five lakhs ninety-six thousand five hundred equity) equity shares of Rs.10/- each to the shareholders of the Transferor Company. In order to facilitate such allotment, the Company must have an authorised share capital of at least Rs. 4,26,59,65,800/-.

Considering the proposed allotment as well as the future capital requirements of the Company, including possible fund-raising, issuance of securities, and other corporate actions, the Board of Directors has proposed to increase the Authorised Share Capital to Rs.800 crore divided into 80,00,00,000 equity shares of Rs.10 each, so as to provide adequate headroom and flexibility.

Accordingly, it is proposed to increase the authorised share capital from Rs.190 crore to Rs.800 crore and to amend Clause V of the Memorandum of Association of the Company.

The Board recommends the passing of the resolution as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution, except to the extent of their shareholding in the Company.

You are requested to take the above information on records.

Thanking you.

Yours faithfully,

**For Lords Mark India Limited**

**(Formerly known as M/s. Kratos Energy & Infrastructure Limited)**

**Mr. Rajesh Raghunath Pawar**
**Whole Time Director**
**DIN No: - 00232533**

Encl: As above

# LORDS MARK INDIA LIMITED

**(CIN L35103MH1979PLC021614)**

**(FORMERLY KNOWN AS KRATOS ENERGY & INFRASTRUCTURE LIMITED)**

**REGISTERED OFFICE ADDRESS:**
**317, MAKER CHAMBER V, 221, NARIMAN POINT, MUMBAI, MAHARASHTRA, 400021 INDIA**

## 45TH ANNUAL REPORT
## 2024-25

## CORPORATE INFORMATION

## BOARD OF DIRECTORS

| Name of Directors | Date of Appointment | Designation |
|---|---|---|
| Mr. RAJESH RAGHUNATH PAWAR | 25/04/2013 | Whole-time director |
| Ms. FEROZA JAMSHEED PANDAY | 03/02/2021 | Woman Director(Non-Executive) |
| Mr. NIKET JAYESH NAIK | 13/08/2021 | Independent Director (Non-Executive) |
| Mr. NIKHIL SURYANATH PANDEY | 10/04/2024 | Independent Director (Non-Executive) |
| Mr. SACHIDANAND H. UPADHYAY | 10/07/2025 | Managing Director |
| Mr. VINAY BENIGOPAL SARDA | 10/07/2025 | Executive Director |
| Mr. MANAV KISHORE TELI | 10/07/2025 | Executive Director |

**COMPANY SECRETARY AND COMPLIANCE OFFICER**
Ms. Shruti Pravesh Dalia (Appointed on 05/09/2024 - Resigned On 21.07.2025)

**CHIEF FINANCIAL OFFICER**
Mr. Muralidharan Pazhaya Pisharam (Appointed on 14/11/2016)

**AUDITORS**
M/s. H. G. Sarvaiya& Co., Chartered Accountants
Address: Shreepati Jewels, Office No. 317, 3rd Floor, Opp. MorarBaug,
Near C.P. Tank Circle, Mumbai 400004

**SECRETARIAL AUDITOR**
M/s. BKP & Associates
(Firm Unique No. I2013WB1041500)

**BANKERS & FINANCIAL INSTITUTIONS**
HDFC Bank, Mumbai Canara Bank, Mumbai RBL Bank, Mumbai Axis Bank, Mumbai.

**REGISTRAR & SHARE TRANSFER AGENT**
Purva Sharegistry (India) Pvt. Ltd
33, Printing House, 28-D Police Court Lane,
Behind Old Handloom House, Fort, Mumbai, Maharashtra, 400001
Phone No: 022-4970 0138 / 3522 0312
Fax No: 022-23012517 Email : support@purvashare.com
Investor Grievances : support@purvashare.com

## COMMITTEES OF THE BOARD

### AUDIT COMMITTEE

| Name of the Director | Designation |
|---|---|
| Mr. Nikhil Suryanath Pandey | Chairman |
| Mr. Niket Naik | Member |
| Mrs. Feroza Jamsheed Panday | Member |

### NOMINATION & REMUNERATION COMMITTEE

| Name of the Director | Designation |
|---|---|
| Mr. Nikhil Suryanath Pandey | Chairman |
| Mr. Niket Naik | Member |
| Mrs. Feroza Jamsheed Panday | Member |

### STAKEHOLDERS RELATIONSHIP COMMITTEE

| Name of the Director | Designation |
|---|---|
| Mr. Nikhil Suryanath Pandey | Chairman |
| Mr. Niket Naik | Member |
| Mrs. Feroza Jamsheed Panday | Member |

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**NOTICE**

Notice is hereby given that the 45th Annual General Meeting of the members of the **LORDS MARK INDIA LIMITED (**FORMERLY KNOWN AS KRATOS ENERGY & INFRASTRUCTURE LIMITED) (CIN:L35103MH1979PLC021614) will be held on Tuesday, 30th September, 2025 at 11.30 A.M. through Video Conferencing (VC) or Other Audio Visual Means(OAVM) for transacting the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements of the company for the financial year ended 31st March, 2025 together with the reports of the Board of Directors and the 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 reappointment.

3. Appointment of Statutory Auditors.

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** to approve the re-appointment of M/s H. G. Sarvaiya & Co., Chartered Accountants (FRN: 0115705W) of the Company.

   **"**RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, and based on the recommendation of the Audit Committee and approval of the Board of Directors, the members of the Company do hereby re-appoint M/s H. G. Sarvaiya & Co., Chartered Accountants (FRN: 0115705W) as the Statutory Auditors of the Company to hold office for a second term of five (5) consecutive financial years from the conclusion of this 45th Annual General Meeting ("AGM") until the conclusion of the 50th AGM to be held in the year 2030, at such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors."

   "RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution**."**

**SPECIAL BUSINESS:**

**4. To appoint Secretarial Auditor of the Company.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 179 and 204 and other applicable provisions if any, of the Companies Act, 2013, read with the rules made thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the consent of the members be and is hereby accorded for the appointment of **M/S. BKP & ASSOCIATES, COMPANY SECRETARIES (FIRM UNIQUE NO. I2013WB1041500)** as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years commencing from Financial Year 2025- 26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT The Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.

**5. Appointment of Mr. Sachidanand Hariram Upadhyay DIN: [01631728] as Managing director**

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

**"**RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors at its meeting held on 10th July 2025 consent of the members of the Company be and is hereby accorded for the appointment of Mr. Sachidanand Hariram Upadhyay (DIN: 01631728) as the Managing Director of the Company for a period of five (5) consecutive years, commencing from 10th July 2025 and ending on 9h July 2030 on the terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to this Notice."

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits during the tenure of his appointment, the Company shall pay remuneration to Mr. Sachidanand Hariram Upadhyay within the overall limits specified under Schedule V of the Companies Act, 2013, or with the approval , as applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary, or revise the terms and conditions of the said appointment, including remuneration, in such manner as may be agreed between the Board and Mr. Sachidanand Hariram Upadhyay, provided such variation is within the limits prescribed under the Companies Act, 2013 and SEBI LODR Regulations

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters, and things and to execute all such documents, instruments, and writings as may be required to give effect to this resolution."

**6. Appointment of Mr. Vinay Benigopal Sarda DIN: [07586783] as an executive director for a term of 5 years:**

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

**"**RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in compliance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), including any statutory modifications or re-enactments thereof, and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors at its meeting held on 10th July 2025 the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Vinay Benigopal Sarda (DIN: 07586783) as an Executive

Director of the Company for a period of five (5) consecutive years, commencing from **10th July 2025** and ending on **9h July 2030**, on such terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Vinay Benigopal Sarda, the Company shall pay him remuneration as set out in the Explanatory Statement annexed hereto, in accordance with the limits specified under Schedule V of the Companies Act, 2013, or with the prior approval of the Central Government, wherever required."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters, and things, and execute all such documents, instruments, and writings as may be necessary, proper, or desirable to give effect to this resolution, including intimations to the stock exchanges, filings with the Registrar of Companies, and updating the company's website as required under applicable law."

**7. Appointment of Mr. Manav Kishore Teli DIN: [08797578] as an executive director for a term of 5 years:**

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

**"**RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in compliance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), including any statutory modifications or re-enactments thereof, and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors at its meeting held on 10th July 2025 the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Manav Kishore Teli DIN: [08797578] as an Executive Director of the Company for a period of five (5) consecutive years, commencing from **10th July 2025** and ending on **9h July 2030**, on such terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to this Notice."

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Vinay Benigopal Sarda, the Company shall pay him remuneration as set out in the Explanatory Statement annexed hereto, in accordance with the limits specified under Schedule V of the Companies Act, 2013, or with the prior approval of the Central Government, wherever required.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters, and things, and execute all such documents, instruments, and writings as may be necessary, proper, or desirable to give effect to this resolution, including intimations to the stock exchanges, filings with the Registrar of Companies, and updating the company's website as required under applicable law."

## 8: Increase in Authorised Share Capital and Alteration of Memorandum of Association:

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution;

"RESOLVED THAT pursuant to Section 61 and other applicable provisions of the Companies Act, 2013, read with the Articles of Association of the Company, and in accordance with the Order dated 28th July, 2025 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, sanctioning the Scheme of Amalgamation/reverse merger between Lord's Mark Industries Limited and Lords Mark India Limited

(Formerly known as Kratos Energy & Infrastructure Limited (the Company), the consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs.190,00,00,000 (Rupees One Hundred Ninety Crore only) divided into 19,00,00,000 (Nineteen Crore) equity shares of Rs.10 each to Rs.800,00,00,000 (Rupees Eight Hundred Crore only) divided into 80,00,00,000 (Eighty Crore) equity shares of Rs.10 each."

"RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be substituted with the following:
V. The Authorised Share Capital of the Company is Rs.800,00,00,000 (Rupees Eight Hundred Crore only) divided into 80,00,00,000 (Eighty Crore) equity shares of Rs.10 each with power to increase, reduce, consolidate, sub-divide or otherwise re organize the share capital of the Company and to alter its shares into several classes in accordance with the provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to take such steps and do all such acts, deeds and things as may be necessary, proper, or expedient to give effect to this resolution, including filing of necessary e-forms with the Registrar of Companies

Date: 14/08/2025
Place: Mumbai

By Order of the Board of Directors

Sd/-
**RAJESH RAGHUNATH PAWAR**
**Whole Time Director**
**DIN: 00232533**

**NOTES:**

1. The Ministry of Corporate Affairs (MCA) Circular Nos. 10/2022, 02/2022, 21/2021, 19/2021, 02/2021, 28/2020, 20/2020, 17/2020 and 14/2020, dated 28th December 2022, 5th May 2022, 14th December 2021, 8th December 2021, 13th January 2021, 17th August 2020, 5th May 2020, 13th April 2020 and 8th April 2020 respectively ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/ HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/DDHS/ DDHS-RACPOD1/P/CIR/2023/001, SEBI/HO/DDHS/P/ CIR/2022/0063,SEBI/HO/CFD/CMD2/CIR/P/2021/11,SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 5th January 2023, 13th May 2022, 15th January 2021 and 12th May2020 respectively issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 45th Annual General Meeting of the company ("AGM") is being conducted through Video Conferencing/ Other Audio Visual Means ("VC/OAVM"), which does not require physical presence of Members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM.

2. In compliance with applicable provisions of the Act read with aforesaid MCA circulars

and the SEBI Circulars, the 45th AGM of the company being conducted through VC/ OAVM herein after called as "e-AGM".

3. E-AGM: Company has appointed M/s Purva Sharegistry (India) Pvt. Ltd, Registrars and Transfer Agent, to provide Video Conferencing facility for the AGM and the attendant enablers for conducting of the e-AGM.

4. Pursuant to the provisions of the MCA Circulars on the VC/ OAVM (e-AGM):
   a) Members can attend the meeting through login credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required
   b) Appointment of proxy to attend and cast vote on behalf of the member is not available.
   c) Body Corporates are entitled to appoint authorised representatives to attend the e- AGM through VC/OAVM and participate there at and cast their votes through e-voting.

5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA / SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Companies Act, 2013 ('the Act'), authorized representative of the Corporate Member(s) may be appointed for the purpose of voting through remote e-Voting, for participation in the e-AGM through VC/OAVM and e-Voting during the e-AGM.

6. The presence of the Members attending the e-AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Members may note that the details of the Director seeking re-appointment as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India (ICSI) forms an integral part of the notice. Requisite declarations have been received from the Director seeking appointment / reappointment.

8. Applicable statutory records and all the documents referred to in the accompanying Notice of the 45$^{th}$AGM shall be available for inspection by the Members at the Registered Office and Corporate Office of the Company on all working days during business hours up to the date of the AGM. Such documents will also be available electronically for inspection by the Members from the date of circulation of this notice upto the date of e-AGM and during the e-AGM. Members seeking to inspect such documents can send an email to dvfl@rediffmail.com .

9. The Company has appointed M/S. BKP & ASSOCIATES, COMPANY SECRETARIES (FIRM UNIQUE NO. I2013WB1041500) , to act as Scrutinizer to scrutinize the remote e-voting process and e-voting at the e-AGM in a fair and transparent manner. The Members desiring to vote through remote e-voting / e-voting at e-AGM are requested to refer to the detailed procedure given hereinafter.

10. The Scrutinizer after scrutinizing the votes cast at the meeting and through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman of the Company or in his absence to any person of the Company, duly authorised by the Chairman for the purpose. The results declared along with Scrutinizer's Report shall be placed on the website of the Company. The results shall simultaneously be communicated to stock exchanges where the equity shares of the Company are listed i.e. BSE Limited.

11. Members are requested to register/update their email addresses by following the below steps to receive all future communications (including Notice of this AGM) from the Company electronically;
    a. Members holding shares in physical mode – Request to the Company in writing with details such as folio number, email address, mobile number and attaching a self- attested copy of PAN Card and any document (such as Driving license, Passport, Bank statement, Aadhar) by email at support@purvashare.com or to the Company at dvfl@rediffmail.com.
    b. Members holding shares in dematerialized mode - Register / update their email addresses with your respective DP.
    c. Shareholders who have not registered their e-mail address or registered an incorrect email address and in consequence the Notice of AGM and e-voting notice could not be serviced, may also temporarily get their email address and mobile number registered / updated with the RTA, by clicking the link: https://www.purvashare.com/media/documents/Form%20ISR1%20KYC%20Updation.pdf for sending the same. Alternatively, member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via e-mail at the e-mail id dvfl@rediffmail.com for obtaining the Notice of AGM.
    d. In case a person has become a Member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e-voting, i.e. 22nd September 2025, such person may obtain the User ID and Password from Purva Sharegistry by e-mail request on support@purvashare.com/ evoting@purvashare.com.

12. All communications relating to shares are to be addressed to the Company's RTA i.e., Purva Sharegistry (India) Pvt. Ltd, 33, Printing House, 28-D Police Court Lane, Behind Old Handloom House, Fort, Mumbai, Maharashtra, 400001 Phone No: 022-4970 0138 / 3522 0312, Fax No: 022-23012517, Email :support@purvashare.com, Investor Grievances : support@purvashare.com.

13. Members may note that the Notice of AGM will also be available on the Company's website https://lordsmarkindia.com/ and on websites of the Stock Exchanges, i.e., BSE Limited ("BSE") at www.bseindia.com respectively, and on the website of RTA at https://purvashare.com.

14. Members can avail the nomination facility in respect of shares held by them in physical form pursuant to Section 72 of the Act read with relevant rules. Members desiring to avail this facility may send their nomination in the prescribed Form SH. 13

duly filled in, signed and send to the Company or RTA.

15. In terms of SEBI Listing Regulations, the securities of the listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of the same, members are advised to dematerialize shares held by them in physical form.

16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

17. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the RTA at the address mentioned above.

18. Communication through e-mail: Members may note that the Company would communicate important and relevant information, notices, intimation, circulars, annual reports, financial statements, any event based documents etc. in electronic form to the e- mail address of the respective Members.

    Further, as per the statutory requirement, the above stated documents are also disseminated on the Company's website https://lordsmarkindia.com/ . To support green initiative, Members who have not registered their e-mail addresses with the Depositories / Company / RTA, so far, are requested to register / update their e-mail addresses in the following manner:

19. In respect of electronic/demat holdings with the Depository, through their concerned Depository Participants. However, the members may temporarily register the same with the Company's RTA Purva Sharegistry (India) Pvt. Ltd at https://www.purvashare.com/media/documents/Form%20ISR1%20KYC%20Updation.pdf in the Investor services tab by providing details such as Name, DP ID, Client ID, PAN, mobile number and email address.

20. Members who hold shares in physical form are requested to register their e-mail ID with the Company's RTA Purva Share registry at https://purvashare.com in the Investor services tab by providing details such as Name, Folio No., Certificate number, PAN, mobile number and email address and also upload the image of share certificate in PDF or JPEG format (upto 1 MB).

    On submission of the above details, a One Time Password (OTP) will be received by the Member which needs to be entered in the link for verification.

    This initiative would enable the Members to receive communication promptly besides paving way for reduction in paper consumption and wastage. You would appreciate this initiative taken by the MCA and your Company's desire to participate in the initiative. If there is any change in e-mail id, shareholder can update his / her e-mail id in the same manner as mentioned above.

    Pursuant to the MCA Circulars and SEBI Circulars, Notice of the 45th AGM and the Annual Report for the financial year 2024-25 are being sent only by email to the Members. This Notice of AGM and Annual Report 2024-25 will be sent electronically

only to the Members, whose name appears in the Register of members / depositories as at closing hours of business on 06th September 2025. Members may note that this Notice and Annual Report 2024- 25 will be available on the Company's website https://lordsmarkindia.com/, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.

21. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.

22. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

23. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

24. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

25. Instructions for the Members for attending the e-AGM through Video Conference:

    1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.

2. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at https://lordsmarkindia.com/. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

3. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on Thursday, 25th September, 2025 (10:00 a.m. IST) and ends on Monday, 29th September, 2025 (5:00 p.m. IST). 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. Monday 22nd September 2025, 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 Monday, 22nd September 2025.**

**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 and joining virtual meeting 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. | 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 or joining virtual meeting & voting during the meeting.<br>2. 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 |

| | |
|---|---|
| | 3. 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 or joining virtual meeting & voting during the meeting.<br>4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.<br>NSDL Mobile App is available on<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with CDSL | 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.<br>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 or joining virtual meeting & voting during the meeting. 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.<br><br>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 or joining virtual meeting & voting during the meeting. |

**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 |

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

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

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<br>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<br>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<br>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 user 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'.

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.com 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" buton, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

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.

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 csroshanraikar@gmail.com> with a copy marked to evoting@nsdl.com. 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 or send a request to Mr. Suketh Shetty at evoting@nsdl.com

## General Guidelines for shareholders

**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 and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THEEGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you

can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at dvfl@rediffmail.com. The same will be replied by the company suitably.

**Details of Directors seeking appointment/re-appointment at this Annual General Meeting of the Company 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 |
|---|---|
| **DIN** | 00232533 |
| **Date of Birth** | 16/09/1971 |
| **Director Registration with IICA** | NA |
| **Nationality** | Indian |
| **Qualifications** | Graduate |
| **Expertise in specific functional areas** | Has been associated with the Company since April, 2013 and has more than 25 years of experience in all other companies. |
| **Directorships held in other public companies (excluding foreign companies and Section 8 companies)** | 1. Zen Global Finance Limited<br>2. Chitrakala Investment Trade And Businessfinance Limited<br>3. Sea Rock Investment Limited<br>4. Allanzers Securities Limited<br>5. E'l Dorado Guarantee Limited<br>6. Innovative Foam Limited<br>7. Great Western Finance And Leasinglimited<br>8. Alpic Bbk Finance Limited |
| **Date of first Appointment on the Board of the Company** | 25/04/2013 |
| **Memberships / Chairmanships of committees of other public companies** | NA |
| **Number of shares held in the Company** | Nil |
| **Terms and conditions & details of remuneration** | Appointment as a Whole Time Director liable to retire by rotation |
| **No. of meetings of the Board attended** | 7 (Seven) |
| **Relationship between Directors inter-se** | Not applicable |
| **Details of Resignations, if any, from the Boards of other listed companies, in the last 3 years** | NIL |
| **Skills and capabilities required for the role and the manner in which the director meets such requirements** | Management and strategy. |

**EXPLANATORY STATEMENT**

[Pursuant to Section 102(1) of the Companies Act, 2013]

**Item No. 3: Appointment of Statutory Auditors**:

Pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Audit and Auditors) Rules, 2014 and Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), M/s. H. G. Sarvaiya & Co., Chartered Accountants (Firm Registration No.: 0115705W), were appointed as the Statutory Auditors of the Company for a period of five (5) consecutive years at the 40th Annual General Meeting (AGM) held on 2020 to hold office till the conclusion of the 45th AGM. As per the provisions of the Companies (Amendment) Act, 2017, the requirement for ratification of auditors' appointment at every AGM has been omitted. Accordingly, their appointment continued till the conclusion of the 45th AGM without the need for annual ratification.

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 14th August 2025 has approved and recommends the re-appointment of M/s. H. G. Sarvaiya & Co., Chartered Accountants (FRN: 0115705W) for a second term of five (5) consecutive years commencing from the conclusion of the 45th AGM until the conclusion of the 50th AGM, to be held in the year 2030.

M/s. H. G. Sarvaiya & Co. is a firm of Chartered Accountants with offices in Mumbai, India, and specializes in providing audit and review services for listed companies and financial institutions. The firm, with its proprietor being Hasmukh G. Sarvaiya, provides auditing and review services for financial results to several companies listed on exchanges like NSE and BSE. Besides Taxation and Statutory Audit, the firm's practice has grown steadily in the areas of Internal Audit, Concurrent Audit/ Stock Audit, Management Audit, FEMA and Taxation of Non Residents.

The Audit Committee considered various parameters and found M/s. H. G. Sarvaiya & Co. to be best suited to handle the statutory audit associated with the financial statements of the Company. In accordance with the Companies Act, 2013 and on the recommendation of the Audit Committee, the Board of Directors on 14th August 2025 have considered and recommended the proposed re - appointment of M/s. H. G. Sarvaiya & Co, Chartered Accountants as Statutory Auditors of the Company and to hold office for a period of up for second term of five (5) years as Statutory Auditors of your Company from the conclusion of this 45th Annual General Meeting ("AGM") until the conclusion of the 50th AGM to be held in the year 2030.

The Company has received the written consent of M/s. H. G. Sarvaiya & Co., and certificate under Sections 139 and 141 of the Act, confirming that the proposed re-appointment is in compliance with all applicable provisions of the Act, Rules, and SEBI LODR, and that they satisfy the criteria of independence, eligibility, and qualifications prescribed under law.

The remuneration of the auditors shall be as recommended by the audit committee and approved by the board in consultation with the said auditors.

None of the Directors, Key Managerial Personnel of your Company and their relatives is in any way concerned or interested, financially or otherwise in the said appointment. The Board commends the Resolution set out at Item No. 3 of the notice for approval by the members.

**Item No. 4 : To appoint Secretarial Auditor of the Company**

Pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

("SEBI LODR"), every listed company is required to annex with its Board Report a Secretarial Audit Report issued by a Company Secretary in Practice.

The Secretarial Audit is an independent process that ensures compliance with applicable laws including The Companies Act, 2013 and rules thereunder SEBI Act, SEBI LODR & other SEBI regulations, FEMA and RBI guidelines, where applicable Other corporate, securities, and economic laws In line with these requirements, the Audit Committee and the Board of Directors, at their respective meetings held on 14th August 2025, after evaluating credentials and experience, recommended the appointment of M/s. BKP & Associates, Company Secretaries (Firm Unique No. I2013WB1041500) as the secretarial Auditor of the Company for a term of five (5) consecutive financial years, commencing from Financial Year 2025-26 and ending with Financial Year 2029-30.

M/s. BKP & Associates is a reputed firm of Company Secretaries in Practice, having extensive experience in providing professional services in the areas of Secretarial Audit, Corporate Governance, SEBI Compliances, Due Diligence, and issuance of certifications under various corporate laws. The remuneration payable to M/s. BKP & Associates and the terms of their engagement shall be determined by the Board of Directors (including its Committees) in consultation with the auditors, subject to such limits as may be permissible under applicable laws.

The Company has obtained the written consent from M/s. BKP & Associates confirming their eligibility and willingness to act as the Secretarial Auditors of the Company in accordance with the provisions of Section 204(1) of the Companies Act, 2013 and the applicable rules made thereunder.

None of the Directors, Key Managerial Personnel ("KMPs") of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the proposed resolution.

Based on the recommendation of the Audit Committee, the Board of Directors recommends the passing of the Ordinary Resolution set out under Item No. [4] of the Notice for the approval of the Members.

**Item 5 : Appointment of Mr. Sachidanand Hariram Upadhyay DIN: [01631728] as Managing director**

The Board of Directors, at its meeting held on 10th July 2025, based on the recommendation of the Nomination & Remuneration Committee, approved the appointment of Mr. Sachidanand Hariram Upadhyay (DIN: 01631728) as the Managing Director of the Company for a term of five (5) consecutive years commencing from 10th July 2025 and ending on 9th July 2030, subject to the approval of the Members.

Members are informed that pursuant to order dated 28th July 2025 by Hon'ble National Company Law Tribunal, Mumbai Bench, Court IV, has approved the Final Base Resolution Plan for M/s. Lords Mark India Ltd (Formerly known as Kratos Energy & Infrastructure Limited) under Section 54K(15) of the Insolvency and Bankruptcy Code, 2016 in the matter of C.P. (IBPP) No. 03/MB/2023.

The Resolution Plan, jointly submitted by the Company (as Corporate Debtor) along with Lord's Mark Industries Pvt. Ltd. (Strategic Investor), was approved by the Committee of Creditors with 100% voting share and includes various restructuring measures, settlement of claims, change in control of the Company and each Shareholder of Lord's Mark Industries Pvt. Ltd. (Strategic Investor) holding share of Rs. 5/- each will get 1.25 shares of Rs. 10/- each in Lords Mark India Ltd .

The Resolution Plan envisages a change in control of the Company, shifting from the existing promoters to a new Board of Directors and the control and management of the Company have undergone restructuring.

This appointment has been made in accordance with the provisions of Sections 196, 197, 198 and 203 read

with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Further, the appointment is also in compliance with Regulation 17 and other applicable provisions of the SEBI (LODR) Regulations, 2015, which govern the composition and appointment of directors in listed companies.

Sachidanand Hariram Upadhyay has 28 years in corporate governance. Holds Managing Director and Director roles. Currently with more than 10 companies, including Lords Mark Biotech Private Limited and Lords Green Energy Private Limited. Engaged in General Business, Technology, in sales, marketing, operations, finance in various sectors like pharma, solar and paper industry

The terms and conditions of his appointment, including remuneration, are in accordance with the provisions of the Companies Act, 2013, Schedule V and SEBI LODR. In case of absence or inadequacy of profits in any financial year during his tenure, the remuneration payable shall be within the limits prescribed under Schedule V or with the approval of the Central Government, wherever applicable.

The Company has received consent from Mr. Sachidanand Hariram Upadhyay and confirmation that he satisfies all conditions under the Companies Act, 2013 and SEBI LODR, including not being disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Except for Mr. Sachidanand Hariram Upadhyay himself, none of the other Directors, Key Managerial Personnel (KMPs) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors recommends passing the Ordinary Resolution set out under Item No. [5] of the Notice for the approval of the Members.

**Item no. 6 : Appointment of Mr. Vinay Benigopal Sarda DIN: [07586783] as an executive director for a term of 5 years:**

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, has approved the appointment of Mr. Vinay Benigopal Sarda (DIN: 07586783) as an Executive Director of the Company for a term of five (5) consecutive years, subject to the approval of the members at the ensuing Annual General Meeting.

Members are informed that pursuant to the order dated 28th July 2025 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, Court IV, in I.A. No. 2207 of 2024 in C.P. (IBPP) No. 03/MB/2023, the Final Base Resolution Plan submitted jointly by Lords Mark India Limited (Corporate Debtor) and Lord's Mark Industries Pvt. Ltd. (Strategic Investor) has been approved under Section 54K(15) of the Insolvency and Bankruptcy Code, 2016. The approved Resolution Plan envisages significant restructuring of the Company, change in control, and induction of new leadership to ensure smooth implementation of the strategic turnaround plan.

The appointment of Mr. Vinay Benigopal Sarda as Executive Director is in line with the objectives of the approved Resolution Plan and aims to strengthen the Board composition to support business growth and compliance obligations under the Companies Act and SEBI LODR.

Mr. Vinay Benigopal Sarda is a dynamic professional with extensive experience in corporate strategy, business development, and operational management. His proven leadership skills and industry knowledge are expected to significantly contribute to the Company's growth and long-term objectives with 25 years of immense experience in paper industry.

The terms and conditions of appointment, including remuneration payable to Mr. Vinay Benigopal Sarda, shall be in accordance with the provisions of Sections 197, 198, Schedule V of the Companies Act, 2013, and applicable SEBI LODR Regulations. In the event of absence or inadequacy of profits, the Company shall pay such remuneration as permissible under the Companies Act and SEBI guidelines.

The Company has received the necessary consent from Mr. Vinay Benigopal Sarda confirming his eligibility for appointment as an Executive Director and that he is not disqualified from holding the office of Director under Section 164 of the Companies Act, 2013.

Except for Mr. Vinay Benigopal Sarda himself, none of the other Directors, Key Managerial Personnel (KMPs), or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors recommends the passing of the Ordinary Resolution set out under Item No. [6] of the Notice for the approval of the Members.

**Item 7** : **Appointment of Mr. Manav Kishore Teli DIN: [08797578] as an executive director for a term of 5 years:**

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, has approved the appointment of **Mr. Manav Kishore Teli DIN: [08797578]** as an Executive Director of the Company for a term of five (5) consecutive years, subject to the approval of the members at the ensuing Annual General Meeting.

Members are informed that pursuant to the order dated 28th July 2025 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, Court IV, in I.A. No. 2207 of 2024 in C.P. (IBPP) No. 03/MB/2023, the Final Base Resolution Plan submitted jointly by Lords Mark India Limited (Corporate Debtor) and Lord's Mark Industries Pvt. Ltd. (Strategic Investor) has been approved under Section 54K(15) of the Insolvency and Bankruptcy Code, 2016. The approved Resolution Plan envisages significant restructuring of the Company, change in control, and induction of new leadership to ensure smooth implementation of the strategic turnaround plan.

The appointment of Mr. Manav Kishore Teli DIN: [08797578] as Executive Director is in line with the objectives of the approved Resolution Plan and aims to strengthen the Board composition to support business growth and compliance obligations under the Companies Act and SEBI LODR.

Mr. Mr. Manav Kishore Teli with 20 years and having deep research for biotech industry from 2018 is a dynamic professional with extensive experience in corporate strategy, business development, and operational management. His proven leadership skills and industry knowledge are expected to significantly contribute to the Company's growth and long-term objectives.

The terms and conditions of appointment, including remuneration payable to Mr. Manav Kishore Teli, shall be in accordance with the provisions of Sections 197, 198, Schedule V of the Companies Act, 2013, and applicable SEBI LODR Regulations. In the event of absence or inadequacy of profits, the Company shall pay such remuneration as permissible under the Companies Act and SEBI guidelines.

The Company has received the necessary consent from Mr. Manav Kishore Teli confirming his eligibility for appointment as an Executive Director and that he is not disqualified from holding the office of Director under Section 164 of the Companies Act, 2013.

Except for Mr. Manav Kishore Teli himself, none of the other Directors, Key Managerial Personnel (KMPs),

or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors recommends the passing of the Ordinary Resolution set out under Item No. [7] of the Notice for the approval of the Members.

**Item no. 8 : Increase in Authorised Share Capital and Alteration of Memorandum of Association**

The Hon'ble National Company Law Tribunal, vide its Order dated 28th July 2025, sanctioned the Scheme of Amalgamation between Lord's Mark Industries Limited (Strategic investors) and Lords Mark India Limited (Formerly known as Kratos Energy & Infrastructure Limited (the Company).

Pursuant to Section 232(3)(i) of the Companies Act, 2013, upon the Scheme becoming effective, the authorised share capital of the Transferor Company stands combined with that of the Company. Post such consolidation, the Company's authorised share capital stands at Rs.1900000000/- (19,00,00,000 equity shares of Rs.10 each).

As per the approved share exchange ratio, the Company is required to issue and allot 42,65,96,580 (Forty-two Crore sixty-five lakhs ninety-six thousand five hundred equity) equity shares of Rs.10/- each to the shareholders of the Transferor Company. In order to facilitate such allotment, the Company must have an authorised share capital of at least Rs. 4,26,59,65,800/-.
Considering the proposed allotment as well as the future capital requirements of the Company, including possible fund-raising, issuance of securities, and other corporate actions, the Board of Directors has proposed to increase the Authorised Share Capital to Rs.800 crore divided into 80,00,00,000 equity shares of Rs.10 each, so as to provide adequate headroom and flexibility.
Accordingly, it is proposed to increase the authorised share capital from Rs.190 crore to Rs.800 crore and to amend Clause V of the Memorandum of Association of the Company.
The Board recommends the passing of the resolution as an Ordinary Resolution.
None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution, except to the extent of their shareholding in the Company.

**Details of Directors seeking appointment and re-appointment - Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings.**

| **NAME OF THE DIRECTOR** | **Mr. Sachidanand Hariram Upadhyay** | **Mr. Vinay Benigopal Sarda** | **Mr. Manav Kishore Teli** |
|---|---|---|---|
| **Director Identification Number(DIN)** | **01631728** | **07586783** | **08797578** |
| **Director Registration with IICA** | NA | NA | NA |
| **Nationality** | Indian | Indian | Indian |
| **Date of Birth/Age** | 03/12/1977 ; Age 47 years | 18/07/1980 : Age 44 years | 02/05/1974 ; Age: 51 years |
| **Qualification** | Doctorate | Post Graduation | Graduation |
| **Experience and Expertise** | A Doctorate in Marketing has vast experience in building business . Having great understanding of doing business and build Lord mark industries ltd from scratch to a corporate level. 28 of experience in sales, marketing, operations, finance in various sectors like pharma, solar and paper industry | An IIM certified guy with vast experience of 25 years in paper industry . Having deep knowledge of packaging industry and also responsible for growing Lords mark industries business to a level of brand in security printing | An graduate with background of doing lighting business for last 20 years and having deep research for biotech industry from 2018 . Leading bio tech industry from 2020 in Lords Mark Industries ltd and grown exponentially evoking India inky company having More than 200 license. |
| **Date of first Appointment on the Board of the Company** | 10/07/2025 | 10/07/2025 | 10/07/2025 |
| **Shareholding in the Company** | NIL | NIL | NIL |
| **List of Directorship held in other Listed Companies** | NIL | NIL | NIL |
| **Membership(M)/Chairmanship(C) in Committees of other listed Companies as on date** | NIL | NIL | NIL |
| **Committee positions in the Company** | NIL | NIL | NIL |
| **Relationships between Director inter-se** | There is no inter-se relationship among the directors. | There is no inter-se relationship among the directors. | There is no inter-se relationship among the directors. |
| **Details of resignations, if any, from the Boards of other listed companies, in the last 3 years** | NIL | NIL | NIL |
| **Skills and capabilities required for the role and the manner in which the director meets such requirements** | Management and strategy. | Management and strategy. | Commercial, Purchase and Supply Chain. |

# DIRECTORS' REPORT

To
The Members,

Your Directors present herewith their 45th Annual Report of your Company comprising the Audited Financial Statements for the year ended 31st March, 2025.

**STANDALONE FINANCIAL RESULTS:**

**(in Rs.)**

| **PARTICULARS** | **Year ended on 31-03-2025** | **Year ended on 31-03-2024** |
|---|---|---|
| Revenue from operations | - | - |
| Other Income | - | 5,240 |
| **Total** | **-** | **5,240** |
| **Other Expenses** | **-92,70,550** | **-4,961640** |
| Financial cost | -2,13,040 | -44,49,300 |
| Depreciation and amortization | -80,720 | -88,070 |
| **Profit/(Loss) before exceptional items** | **-95,64,320** | **-94,94,170** |
| Exceptional/ Extraordinary item | 57,700,000 | - |
| **Profit before tax** | **-67,264,320** | **-94,94,170** |
| Current Tax (including Wealth Tax) | | - |
| Short and Excess Provisions for Eariler years | | - |
| Deferred tax Liability/Asset | 25,140 | 7,132 |
| **Profit/Loss for the year** | **-67,289,460** | **-95,00,700** |
| **Total comprehensive income for the year** | **-67,289,460** | **-95,00,700** |

**OPERATIONS & STATE OF AFFAIRS OF THE COMPANY**

The Company was admitted into the Pre-Packaged Insolvency Resolution Process (PPIRP) under the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC") by the Hon'ble National Company Law Tribunal, Mumbai Bench, Court-IV, vide its order dated 1st February 2024 in C.P. (IBPP) No. 03/MB/2023.

Subsequently, the Hon'ble NCLT, through its Order dated 28th July 2025, approved the Final Base Resolution Plan submitted jointly by the Company (Corporate Debtor) and Lord's Mark Industries Pvt. Ltd. (Strategic Investor) under Section 54K(15) of the IBC.

Key Highlights of the Resolution Plan

- Approval by CoC: The Resolution Plan was approved by the Committee of Creditors with 100% voting share on 27th April 2024.

- Change of Control: Upon implementation of the plan, the control and management of the company will shift from the existing promoters to a new Board of Directors nominated by the Strategic Investor.
- Merger & Restructuring:
    - The Resolution Plan provides for a Reverse Merger of Lord's Mark Industries Pvt. Ltd. into the Company.
    - As per the approved scheme, each shareholder of the Strategic Investor holding ₹5/- shares will be allotted 1.25 shares of ₹10/- each of the Company.
- Settlement of Creditors:
    - All operational creditors (excluding disputed statutory dues) have been settled in full.
    - SEBI's outstanding claims of ₹6.08 Crores have been resolved pursuant to the Hon'ble Supreme Court's Order dated 15th October 2024, and SEBI has issued a No Dues Certificate on 12th December 2024.
    - The plan also provides for the settlement of the Company's financial creditor, Tricom Prints & Packaging Pvt. Ltd., with a payment of ₹72 Lakhs.
- Implementation & Monitoring: An Implementation & Monitoring Committee has been constituted comprising the Resolution Professional, a nominee of the Strategic Investor, and a nominee of the Financial Creditor. This Committee will oversee the execution of the Resolution Plan.

Current Status of Operations

The Company's business operations remain non-operational during the implementation period. The Strategic Investor has expressed its intent to revive the Company's business activities in line with its existing objectives, post completion of the restructuring process.

Moratorium and RP Discharge

- The moratorium under Section 54E of the IBC ceased to have effect from 28th July 2025.
- The Resolution Professional stands discharged from his duties, except for roles specifically related to assisting in implementation.

Management's Outlook

The Board believes that the approval of the Resolution Plan will strengthen the Company's capital structure, optimize resources, and pave the way for revival of operations. The management is working closely with the Implementation & Monitoring Committee to ensure smooth and timely execution of the approved plan.

## DIVIDEND

In view of the current financial position of the Company and considering that the Company is presently undergoing implementation of the Resolution Plan approved by the Hon'ble National Company Law Tribunal, Mumbai Bench on 28th July 2025, the Board of Directors has not recommended any dividend for the financial year ended 31st March 2025.

The decision is in line with the Company's focus on implementing the approved Resolution Plan, restructuring its operations, and ensuring revival and stability before considering any future dividend declarations.

## DIVIDEND DISTRIBUTION POLICY

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions relating to a Dividend Distribution Policy are not applicable to the Company as it does not fall under the top 1,000 listed companies based on market capitalization.

However, once the Company successfully implements the Resolution Plan and resumes its operations, the Board will review and adopt an appropriate Dividend Distribution Policy in accordance with applicable laws and regulations.

## TRANSFER TO RESERVES

No amount is transferred to the general reserves account for the 45$^{th}$financial year ended 31st March, 2025. However, the net loss of the year is transferred to retained earnings under the head Other Equity in Balance Sheet.

## DEPOSITS

During the year under review, your Company has not accepted any deposits from public within the meaning of Sections 73 and 74 of the Companies Act, 2013 (the "Act") and the Companies (Acceptance of Deposits) Rules, 2014.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis (MDA) report on the business and operations of the Company is given in **Annexure I** and forms part of this Annual Report.

## CORPORATE GOVERNANCE

As per regulation 15 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 preparation of Corporate governance report is not applicable to our company as it does not fall under the criteria laid down in regulation 25 of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 i.e. our company's paid up share capital is not exceeding Rupees ten crore and net worth is not exceeding Rupees twenty five crores as on the last date of previous financial year, but as a good ethical practice continues to follow corporate Governance practices.

**BUSINESS RESPONSIBILITY REPORT**

SEBI, vide its Circular dated May 10, 2021, made Business Responsibility and Sustainability Report mandatory for the top 1,000 listed companies (by market capitalization) from fiscal 2023. Since, the provisions of the Regulation 34(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company for the year ended March 31, 2025 based on the market capitalization, the Business Responsibility and Sustainability Report is therefore not given.

**CREDIT RATING**

During the year under review Company has not obtained credit ratings for the financial facilities.

**CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

During the financial year, There are no 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.

**SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS**

There are no Holding, Subsidiary, Joint Venture or Associate Companies.

**SHARE CAPITAL**

During the year, there was no change in the Authorized Share Capital and Paid up Share Capital of the Company.

**The capital structure as on 31st March 2025 is as follows:**

Authorized share Capital: Rs. 5,00,00,000/- (Rupees Five Crores Only) Divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/ - (Rupees Ten Only) Each.

Paid up capital of the Company: Rs. 1,00,00,000/- (Rupees One Crore Only) Divided into 10,00,000 (Ten Lakhs) Equity Shares of Rs. 10/ - (Rupees Ten Only) Each.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of the Companies Act, 2013 (the 'Act') Mr. Rajesh Raghunath Pawar (DIN: 00232533), Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible have offered himself for reappointment. The Director have confirmed that he is not disqualified under subsection (2) of Section 164 of the Act and he is eligible for re-appointment as Directors of the Company.

**On 05th September 2024:** Mrs. Shruti Pravesh Dalia (PAN: BVWPD9333B) member of the Institute of Company Secretaries of India, New Delhi, was appointed as the Company Secretary and Compliance officer of the Company pursuant to the provisions of Section 203 of the Companies Act, 2013 and resigned on 21.07.2025.

The policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178(3) of the Act and Listing Regulations adopted by the Board is appended as **Annexure II** to the Board's Report. We affirm that the remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company. The policy is available on the website of the Company: https://lordsmarkindia.com/.

**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.

**INTERNAL FINANCIAL CONTROL**

The internal control systems are commensurate with the nature of business and the size and complexity of operations of the Company. The Audit Committee periodically evaluates the adequacy and effectiveness of the Company's internal financial control systems and monitors the implementation of recommendations made by the Committee.

The Auditors of the Company have also opined that "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 of 31 March 2025". Further certificate of compliance from the Executive Director and Chief Financial Officer annexed to this report confirms the adequacy of the internal control systems and procedures of the Company.

**DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3) (c) of the Act:

(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.

**SECRETARIAL AUDITORS AND THEIR REPORT**

The Board of Directors appointed M/S. BKP & ASSOCIATES, COMPANY SECRETARIES (FIRM UNIQUE NO. I2013WB1041500) to conduct Secretarial Audit for the financial year 2024-25.

The Secretarial Audit Report does not contain any qualification, reservation and adverse remark and therefore do not call for any explanation or comments.

The Secretarial Audit Report for the financial year ended March 31, 2025 are annexed and forms part of this Report as **Annexure III**

The said report is also available on the website of the Company at https://lordsmarkindia.com/

During the year, the Secretarial Auditors did not report any matter under Section 143(12) of the Act and therefore, no detail is required to be disclosed under Section 134(3) of the Act.

**BOARD EVALUATION**

Pursuant to Section 178(2) of the Companies Act, 2013 the Nomination and Remuneration Committee of the Board carried out an annual evaluation of every Director's performance. Pursuant to the provisions of Schedule IV to the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 the Board evaluated the performance of Independent Directors. The Independent Directors in a separate meeting reviewed the performance of Non- Independent Directors, performance of Board as a whole and performance of the Chairman.

**STATUTORY AUDITORS AND AUDITORS' REPORT**

M/s. H. G. Sarvaiya& Co., Chartered Accountants (FRN: 0115705W) were appointed as Statutory Auditors of the Company for a term of 5 consecutive years to hold office from the conclusion of the 40th Annual General Meeting till the commencement of the 45th Annual General Meeting. In accordance with the Section 40 of the Companies (Amendment) Act, 2017, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting. Thus, the first term of statutory auditors, M/s. H.G. Sarvaiya & Co., Chartered Accountants, will expire in ensuing of 45th Annual General Meeting.

Thus, In ensuing Annual General Meeting to be held on 30th September 2025 M/s. H. G. Sarvaiya & Co., Chartered Accountants is recommended to re appoint for second term of five years and hold office from the conclusion of this 45th Annual General Meeting ("AGM") until the conclusion of the 50th AGM to be held in the year 2030 .

The Auditors Report to the shareholder for the year ending March 31, 2025 does not contain any qualification, reservation or adverse remark and therefore does not call for any explanation or comments.

The Notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

**COST RECORDS AND COST AUDIT**

Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, company is not covered under these provisions, therefore Company has not maintained these records and it is not required to obtain Cost Audit Report.

**DISCLOSURES AUDIT COMMITTEE**

The Audit Committee was reconstituted by the Board of Directors of the Company on 10th April 2024. The reconstituted Audit Committee comprised of two Independent Directors namely Mr. Nikhil Suryanath Pandey Chairman of the Committee & Mr. Niket Naik as Members and one Non- Executive Mrs. Feroza Jamsheed Panday.

Mr. Irfan Ahmed Khan resigned on 31st March 2024 as director and thus ceased to be member of audit committee. Post resignation Mr. Nikhil Suryanath Pandey was appointed as the Chairman of the Committee. All the recommendations made by the Audit Committee were accepted by the Board. The number and dates of the meetings held during the financial year 2024-25 are provided in Annexure IV to the Board's Report.

**NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee was reconstituted by the Board of Directors of the Company on 10th April 2024. The reconstituted Nomination and Remuneration Committee comprised of two Independent Directors namely Mr. Nikhil Suryanath Pandey Chairman of the Committee & Mr. NiketNaik as Members and one Non-Executive Mrs. Feroza Jamsheed Panday.

Mr. Irfan Ahmed Khan resigned on 31st March 2024 as director and thus ceased to be member of Nomination and Remuneration Committee. Post resignation Mr. Nikhil Suryanath Pandey was appointed as the Chairman of the Committee. The policy for selection of Directors and determining Director's independence and policy relating to the remuneration of Directors, Key Managerial Personnel and other employees may be accessed on the Company's website www.kratosenergy.in. The salient features of the policies are annexed to this Report as **Annexure II**. The number and dates of the meetings held during the financial year 2024-25 are provided in **Annexure IV** to the Board's Report.

**CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The provision of Section 135 pertaining to Corporate Social Responsibility is not applicable to the Company for the financial year ended 2024-25.

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

The stakeholders Relationship Committee was reconstituted by the Board of Directors on 19th May 2023 and on 10th April 2024. The reconstituted Committee comprises of two Independent Directors namely Mr. Nikhil Suryanath Pandey Chairman of the Committee & Mr. Niket Naik as Members and one Non-Executive Mrs. Feroza Jamsheed Panday

Mr. Irfan Ahmed Khan resigned on 31st March 2024 as director and thus ceased to be member of audit committee. Post resignation Mr. Nikhil Suryanath Pandey was appointed as the Chairman of the Committee. The number and dates of the meetings held during the financial year 2023-24 are provided in Annexure IV to the Board's Report.

## RISK MANAGEMENT

Your Company has framed, developed and implemented Risk Management Plan, pursuant to the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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.

## VIGIL MECHANISM

The Company has formulated a Vigil Mechanism for directors and employees to report their genuine concerns or grievances pursuant to Section 177 (9) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee oversees the Vigil Mechanism. The Vigil Mechanism provides for adequate safeguards against victimization of director(s), employee(s) or any other person who avail the mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases. The policy on Vigil Mechanism may be accessed on the Company's website https://lordsmarkindia.com/

## INTERNAL COMPLAINTS COMMITTEE

The Company has constituted a Committee by name Internal Complaints Committee, in compliance with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rule 8(5)(x) of the Companies (Accounts) Rules, 2014. The said Committee is constituted to consider and resolve all sexual harassment complaints reported by women employees. During the year under review the Company did not receive any such complaint.

## MEETINGS OF THE BOARD

During the year, 07(Seven) meetings of the Board of Directors were held, the details of which are given in **Annexure IV** to the Board's Report.

The Company has complied with the requirements of SS-1 in respect of the meetings of the Board of Directors held during the year.

The maximum interval between any two meetings did not exceed 120 days, as prescribed under the Companies Act, 2013 and the SEBI Listing (Obligations and Disclosure Requirements) Regulations, 2015.

**WEB LINK OF ANNUAL RETURN**

Copy of the Annual Return for the year ended March 31, 2024 will be placed on the website of the Company at https://lordsmarkindia.com/.pursuant to Section 92(3) of the Companies Act, 2013.

**INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

The contact details of Nodal Officer of the Company are available on the website of the Company at https://lordsmarkindia.com/..

**ANNUAL RETURN**

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules 2014, the Annual Return of the Company for FY2024-25 is available on the website of the Company at https://lordsmarkindia.com/..

**HUMAN RESOURCES (HR)**

The Company's HR policies and procedures are designed to recruit and retain the best talent to support the operations of the Company and to align the interest of employees with the long term organizational goals.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

During the year under review, the Company has not made investment or given security or granted any loans to companies, firms, Limited Liability Partnerships or other parties.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo Particulars with respect to Conservation of Energy and Technology Absorption pursuant to Rule 8(3) A and 8(3) B of the Companies (Accounts) Rules, 2014 are provided as under:

(A) Conservation of Energy:

(i) The steps taken or impact on conservation of energy: NIL
(ii) The steps taken by the company for utilizing alternate sources of energy: NIL
(iii) The capital investment on energy conservation equipment: NIL

(B) Technology Absorption

(i) The efforts made towards technology absorption: NIL
(ii) The benefits derived like product improvement, cost reduction, product development or import substitution: NIL

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):
(a) The details of technology imported: NIL
(b) The year of import: NIL
(c) Whether the technology been fully absorbed: NIL
(d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: NIL
(iv) The expenditure incurred on Research and Development: NIL
(v)

(C) Foreign Exchange Earnings and Outgo

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

- Foreign Exchange Earnings: Nil
- Foreign Exchange Outgo: Nil

**PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

Disclosures pertaining remuneration and other details as required under Section 197 (12) of the Companies Act, 2013 read with Rules 5(1)of the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014 are provided in Annexure V.

The relations between the management and the staff remained cordial during the period under review.

There were no employees/directors drawing remuneration of more than Rs. 1,02,00,000/- (Rupees One Crore Two lakhs Only) during the financial year or Rs. 8,50,000/- (Rupees Eight Lakh Fifty Thousand) per month for part of the financial year.

**SECRETARIAL STANDARDS**

During the year under review, your company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

**SIGNIFICANT AND MATERIAL ORDER IS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE.**

**I. Reverse Merger Note:**

The company is undergoing PPIRP (Pre-Packaged Insolvency Resolution Plan) process. The application was filed with NCLT Bench Mumbai on 27th September 2023. The Hon. NCLT admitted the PPIRP application on 1st February, 2024 declaring moratorium on the company and appointed Interim Resolution Professional. The Committee of Creditors in its final meeting held on 27th April, 2024 approved the resolution plan submitted by the strategic investor LMIL (Lord's Mark Industries Limited) wherein LIML shall repay the debt of the company and subsequently reverse merge with the

company.

The Company was admitted into the Pre-Packaged Insolvency Resolution Process (PPIRP) under the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC") by the Hon'ble National Company Law Tribunal, Mumbai Bench, Court-IV, vide its order dated 1st February 2024 in C.P. (IBPP) No. 03/MB/2023.

Subsequently, the Hon'ble NCLT, through its Order dated 28th July 2025, approved the Final Base Resolution Plan submitted jointly by the Company (Corporate Debtor) and Lord's Mark Industries Pvt. Ltd. (Strategic Investor) under Section 54K(15) of the IBC.

Key Highlights of the Resolution Plan

- Approval by CoC: The Resolution Plan was approved by the Committee of Creditors with 100% voting share on 27th April 2024.
- Change of Control: Upon implementation of the plan, the control and management of the company will shift from the existing promoters to a new Board of Directors nominated by the Strategic Investor.
- Merger & Restructuring:
    - The Resolution Plan provides for a Reverse Merger of Lord's Mark Industries Pvt. Ltd. into the Company.
    - As per the approved scheme, each shareholder of the Strategic Investor holding ₹5/- shares will be allotted 1.25 shares of ₹10/- each of the Company.
- Settlement of Creditors:
    - All operational creditors (excluding disputed statutory dues) have been settled in full.
    - SEBI's outstanding claims of ₹6.08 Crores have been resolved pursuant to the Hon'ble Supreme Court's Order dated 15th October 2024, and SEBI has issued a No Dues Certificate on 12th December 2024.
    - The plan also provides for the settlement of the Company's financial creditor, Tricom Prints & Packaging Pvt. Ltd., with a payment of ₹72 Lakhs.
- Implementation & Monitoring: An Implementation & Monitoring Committee has been constituted comprising the Resolution Professional, a nominee of the Strategic Investor, and a nominee of the Financial Creditor. This Committee will oversee the execution of the Resolution Plan.

Current Status of Operations

The Company's business operations remain non-operational during the implementation period. The Strategic Investor has expressed its intent to revive the Company's business activities in line with its

existing objectives, post completion of the restructuring process.

Moratorium and RP Discharge

- The moratorium under Section 54E of the IBC ceased to have effect from 28th July 2025.
- The Resolution Professional stands discharged from his duties, except for roles specifically related to assisting in implementation.

Management's Outlook

The Board believes that the approval of the Resolution Plan will strengthen the Company's capital structure, optimize resources, and pave the way for revival of operations. The management is working closely with the Implementation & Monitoring Committee to ensure smooth and timely execution of the approved plan.

2. **SEBI Order – Release of Attachment of Bank Accounts, Demat Accounts, and Mutual Fund Folios**

The Securities and Exchange Board of India (**SEBI**), vide **Release Order No. RRD-1/849/2719/2020** dated **18th February 2025**, has released the attachment on the **bank accounts, lockers, demat accounts, and mutual fund folios** of the Company pursuant to **Attachment Proceeding Nos. 9678 & 9680 of 2023**.

The attachment was initially made to recover **₹6,14,05,925** towards SEBI's outstanding fees under **Recovery Certificate No. 2719 of 2020**. The Company has since made a payment of **₹5,78,76,657.56** towards **full and final settlement**, and accordingly, SEBI has withdrawn the attachment on all accounts and folios.

This resolution by SEBI marks the successful closure of the recovery proceedings against the Company.

3. **Disclosure of SEBI Order**

The Company had filed **Civil Appeal No. 2533 of 2023** before the **Hon'ble Supreme Court of India** in the matter of demands raised by the **Securities and Exchange Board of India (SEBI)**. Pursuant to the order of the Hon'ble Supreme Court dated **15th October 2024**, the Company remitted **₹4.33 crore** and the **National Stock Exchange (NSE)** remitted **₹1.44 crore** towards settlement of dues.

SEBI, vide its communication dated **12th December 2024**, has confirmed the receipt of the entire amount of **₹5.77 crore** and has issued a **No Dues Certificate** to the Company. Accordingly, there are **no outstanding dues payable to SEBI**, and the matter stands **fully resolved and closed**.

4. **Disclosure on Supreme Court Order**

The Company had filed **Civil Appeal No. 2533 of 2023** before the **Hon'ble Supreme Court of India** against the demands raised by the **Securities and Exchange Board of India (SEBI)**.

The Hon'ble Supreme Court, vide its order dated **15th October 2024**, directed the Company to pay a total of **₹5.77 crore** towards SEBI dues, of which **₹4.33 crore** was paid by the Company and **₹1.44 crore** was paid by the **National Stock Exchange (NSE)** on behalf of the Company. The payment was duly made on **21st October 2024**, and the order stands **fully complied with**.

This has resulted in the **complete settlement of SEBI's outstanding claims** against the Company.

**GENERAL**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review.

a. Issue of equity shares with differential rights as to dividend, voting or otherwise.
b. Issue of shares (including sweat equity shares) to Directors and employees of the Company under any scheme.
c. Details relating to employee's stock option scheme.
d. Revision of financial statement or Board's report.
e. Buyback of shares.
f. The Company does not have scheme for provision of money for purchase of its own shares by employees or by trustee forth benefit of employees.
g. Purchase by Company of its own shares or giving of loans for such purchase.
h. There is no change in the nature of business of the Company.
i. There is no material change or commitment affecting the financial position of the Company, occurred between the end of the financial year and the date of this report.
j. The Company has not accepted deposits within the meaning of Section 73 or Section 76 of the Companies Act, 2013.
k. No remuneration was paid to Non-executive Directors except sitting fees.
l. No fraud has been reported by the Auditors to the Audit Committee of the Board.
m. No case of child labour, forced labour, involuntary labour, sexual harassment and discriminatory employment was reported in the financial year 2022-23.
n. There was no subsidiary, associate or joint venture company of the company

during the financial year under review.

o. Shares held in trust for the benefit of employees.
p. Issue of debentures/warrants.
q. Transfer to Investor Education and Protection Fund (IEPF).
r. Disclosure about the application made or any proceeding pending under the Insolvency and Bankruptcy Code (IBC), 2016 during the year along with their status as at the end of the financial year.
s. Disclosure about the difference between the amounts of the valuation executed at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

**Acknowledgements**

The Directors wish to place on record their appreciation to the wholehearted help and co-operation the Company has received from the business associates, partners, vendors, clients, government authorities, and bankers of the Company. The relations between the management and the staff were cordial during the period under review. The Company also wishes to put on record its appreciation for the work done by the staff. Your Directors appreciate and value the trust imposed upon them by the members of the Company.

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

| Sd/- | Sd/- |
|---|---|
| **(Rajesh Pawar)** | **(Feroza Jamsheed Panday)** |
| **Whole Time Director** | **Director** |
| **DIN: 00232533** | **DIN: 00232812** |

Place: Mumbai
Date: 14.08.2025

## ANNEXURE I

## 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 two (2) employees of the company as on 31.03.2025.

## Annexure II

## 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;
- Ensurings 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. <u>Policy for appointment and removal of Director, KMP and Senior Management</u>**

**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. <u>Term / Tenure</u>**

(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. <u>Evaluation</u>**

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. <u>Removal</u>**

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. <u>Remuneration to Non- Executive / Independent Director</u>**

(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. <u>Minutes of Committee Meeting</u>**

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

**Annexure III**

**FORM NO. MR-3**
**SECRETARIAL AUDIT REPORT**
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**
*[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,
The Members,
**LORDS MARK INDIA LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **LORDS MARK INDIA 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 during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 generally 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 March 31, 2025 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, 2018;

d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

e) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021/The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

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;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI) with respect to board and general meetings; and

(ii) The Listing Agreements entered into by the Company with Stock Exchange(s), if applicable;

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 not complied with the provisions of Secretarial Standards on Board Meeting (SS-1) issued by the Institute of the Company Secretaries of India ("the ICSI") with respect to circulation of the minutes of the Board Meeting.***

**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 notes on agenda were sent 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 is carried through while the dissenting members' views (if any) are captured and recorded as part of the minutes.

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, the Company has not undertaken any of the following activities:

(i) Public, rights, or preferential issue of shares, debentures, or sweat equity;
(ii) Buy-back of securities, redemption of preference shares, or redemption of debentures;
(iii) Major decisions requiring members' approval under Section 180 of the Companies Act, 2013;
(iv) Merger, amalgamation, reconstruction, or other similar arrangements;

(v) Foreign technical collaborations.

However, the Company has filed an application under Section 54C of the Insolvency and Bankruptcy Code, 2016, read with Rule 4 of the Insolvency and Bankruptcy (Application to Adjudicating Authority) Rules, 2016, for initiating the Pre-Packaged Insolvency Resolution Process.

(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 BKP & ASSOCIATES**
**(Practising Company Secretaries)**

Date: August 21, 2025
Place: Kolkata

**Binay Kumar Pandey**
**(Proprietor)**
**Membership No. F9830**
**C.P No: 12074**
**Peer Review No: 5265/2023**
**Firms Unique No: I2013WB1041500**
**UDIN: F009830G001055424**

**Annexure – A to the Secretarial Audit Report (Form MR-3)**

To,
The Members,

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on a test basis.

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 BKP & ASSOCIATES**
**(Practising Company Secretaries)**

Date: August 21, 2025
Place: Kolkata

**Binay Kumar Pandey**
**(Proprietor)**
**Membership No. F9830**
**C.P No: 12074**
**Peer Review No: 5265/2023**
**Firms Unique No: I2013WB1041500**

## Annexure IV

**Board Meetings:**

The 07(Seven) Board Meetings were held during the financial year 2024-25 on 10th April,2024 ; 21st May 2024 ; 08th Aug 2024; 05th Sept 2024; 13th Nov 2024; 24th Jan 2025 and 21st Mar 2025.

The details of attendance of each director at the Board Meetings are as given below:

| Name of Director | No. of Meetings attended |
|---|---|
| Mr. Nikhil Suryanath Pandey | 07 |
| Mr. Rajesh Pawar | 07 |
| Mrs. Feroza Jamsheed Panday | 07 |
| Mr. Niket Jayesh Naik | 07 |

**Audit Committee meetings:**

The 05(five) Meetings of the Audit Committee were held during the financial year 2024-25 on 21st May 2024 ; 08th Aug 2024; 05th Sept 2024; 13th Nov 2024 and 24th Jan 2025.

The details of attendance of each director at the Audit Committee Meetings are as given below:

| Name of Director | No. of Meetings attended |
|---|---|
| Mr. Nikhil Suryanath Pandey | 05 |
| Mrs. Feroza Jamsheed Panday | 05 |
| Mr. Niket Jayesh Naik | 05 |

**Nomination & Remuneration Committee meetings:**

The 01 (One) Meeting of the Nomination & Remuneration Committee were held during the financial year 2024-25 on 05th Sept 2024.

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. Nikhil Suryanath Pandey | 01 |
| Mr. Niket Jayesh Naik | 01 |
| Mrs. Feroza Jamsheed Panday | 01 |

**Stakeholders Relationship Committee meetings:**

The Stakeholders Relationship Committee met 1 (One) time during the financial year 2024-25 on 05th Sep 2024 . There was no application for transfer, transmission of shares and no complains or grievances received from the stakeholders.

The details of attendance of each director at the Stakeholders Relationship Committee Meetings are as given below:

| Name of Director | No. of Meetings attended |
|---|---|
| Mr. Nikhil Suryanath Pandey | 01 |
| Mr. Niket Jayesh Naik | 01 |
| Mrs. Feroza Jamsheed Panday | 01 |

**Independent Directors Meeting**

The independent directors of the company met 1 time during the financial year 2024-25 on 07th November 2024.

| Name of Director | No. of Meetings attended |
|---|---|
| Mr. Nikhil Suryanath Pandey | 01 |
| Mr. NiketJayeshNaik | 01 |

**Annexure V**

**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 2023-24 | 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 2023-24. | Name & Designation | 2023-24 (in Rs.) | 2024-25 (in Rs.) | % increase |
| | Rajesh Pawar - WTD | - | - | NA |
| | Muralidharan P. P. - CFO | - | - | NA |
| | Ms. Shruti Pravesh Dalia | - | - | NA |
| The percentage increase in the median remuneration of employees in the financial year 2023-24. | The Median Remuneration of Employees (MRE) of the Company during the financial year 2024-25 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<br>Average percentage increase in the salary of managerial personnel: NA<br>justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: NA | | | | |

Company has not paid remuneration in FY 2024-25

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

**Certification by the Chief Financial Officer (CFO)**

The Board of Directors, LORDS MARK INDIA LIMITED (Foremerly known as **KRATOS ENERGY & INFRASTRUCTURE LIMITED)**

We, **Mr. MURALIDHARAN PAZHAYA PISHARAM, Chief Financial** Officer LORDS MARK INDIA LIMITED (Foremerly known as **KRATOS ENERGY & INFRASTRUCTURE LIMITED)** to the best of our knowledge and belief, hereby certify that:

A. We have reviewed financial statements and the cash flow statement of LORDS MARK INDIA LIMITED for the year ended March 31, 2025 and to the best of our knowledge and belief:

1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's Code of Conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies. We have not come across any reportable deficiencies in the design or operation of such internal controls.

D. We have indicated to the Auditors and the Audit Committee:

1. that there are no significant changes in internal control over financial reporting during the year;

2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements, if any; and

3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company internal control system over financial reporting.

LORDS MARK INDIA LIMITED

| Sd/- | Sd/- |
|---|---|
| Chief Financial Officer | Whole time Director |
| MURALIDHARAN PAZHAYA PISHARAM | RAJESH RAGHUNATH PAWAR |

**PLACE: MUMBAI**
**DATE: 14.08.2025**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

*(Pursuant to Regulation 34(3) read with Schedule V, Para C, Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,
**LORDS MARK INDIA LIMITED**
(Formerly known as Kratos Energy & Infrastructure Limited)
317, Maker Chamber V,
221, Nariman Point, Mumbai-400 021,
Maharashtra,
India

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **LORDS MARK INDIA LIMITED** (hereinafter referred to as "the Company"), having **CIN:** L35103MH1979PLC021614 and having its registered office at 317, Maker Chamber V, 221, Nariman Point, Mumbai-400 021, Maharashtra, India, produced before me/us by the Company for the purpose of issuing this certificate in accordance with Regulation 34(3) read with Schedule V, Para C, Clause (10)(i) of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**.
In my opinion and to the best of my information and according to the verifications (including Directors' Identification Number (DIN) status at the portal **www.mca.gov.in** as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that **none of the Directors** on the Board of the Company as on **March 31, 2025** have been debarred or disqualified from being appointed or continuing as Directors of companies by the **Securities and Exchange Board of India (SEBI)**, **Ministry of Corporate Affairs (MCA)** or any such statutory authority.

The Board of Directors of the Company as on **March 31, 2025** comprises of the following Directors:

| Sl. No. | Name of Director | Designation | DIN | Date of Appointment |
|---|---|---|---|---|
| 1 | Mr. Rajesh Raghunath Pawar | Whole-time director | 00232533 | 25/04/2013 |
| 2 | Mrs. Feroza Jamsheed Panday | Director | 00232812 | 03/02/2021 |
| 3 | Mr. Niket Jayesh Naik | Director | 07318527 | 13/08/2021 |
| 4 | Mr. Nikhil Suryanath Pandey | Director | 10574487 | 10/04/2024 |

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For BKP & ASSOCIATES**
**(Practising Company Secretaries)**

Date: August 21, 2025
Place: Kolkata

**Binay Kumar Pandey**
**(Proprietor)**
**Membership No. F9830**
**C.P No: 12074**
**Peer Review No: 5265/2023**
**Firms Unique No: I2013WB1041500**
**UDIN: F009830G001055446**

Hasmukhbhai G. Sarvaiya
B. Com., F.C.A.
98216 62995
INDIA
H. G. SARVAIYA & CO.
CHARTERED ACCOUNTANTS
hasmukhgs@gmail.com

# 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, 2025, 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, 2025 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.

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

**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.

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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

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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, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 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

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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.

i. As stated in Note 2.12.3 to the Standalone Financial Statements

   (a)The company regrets their inability to propose any dividend for the financial year ended 31.3.2025.

ii. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2025, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2025

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**

H.G. Sarvaiya

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

**Prop. Mr. Hasmukhbhai G. Sarvaiya**
**Membership No. 045038**
**UDIN No. :**
**Place: Mumbai**
**Date : 21 .05.2025**

Hasmukhbhai G. Sarvaiya
B. Com., F.C.A.
98216 62995



hasmukhgs@gmail.com

## 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 , 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, 2025 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.

a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) ,3(iii)(c) ,3(iii)(d), 3(iii)(e) and 3(iii)(f) of the Order is not applicable.

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b) In our opinion, the investments made during the year are, prima facie, not prejudicial to the Company's interest.

c) The Company has not made investments in Firms and Limited Liability Partnerships during the year. Further the Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or any other parties.

iv. 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, 2025 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 31.03.2025, 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.

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

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.

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(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) There are no unspent amounts towards Corporate Social Responsibility ("CSR") on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

(b) There is no amount remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to any ongoing project. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year.

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

H.G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

**Prop. Mr. Hasmukhbhai G. Sarvaiya**
**Membership No. 045038.**
**UDIN No. :**
**Place: Mumbai**
**Date : 21 .05.2025**

Hasmukhbhai G. Sarvaiya
B. Com., F.C.A.
98216 62995

INDIA

H. G. SARVAIYA & CO.
CHARTERED ACCOUNTANTS
hasmukhgs@gmail.com



## 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 2025 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.

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

**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 2025, 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**

H.G. Sarvaiya

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

**Prop. Mr. Hasmukhbhai G. Sarvaiya**
**Membership No. 045038**
**UDIN No. :**
**Place: Mumbai**
**Date : 21 .05.2025.**

## KRATOS ENERGY & INFRASTRUCTURE LIMITED
**CIN-L40102MH1979PLC021614**

**Balance Sheet as at March 31, 2025** (Amount in Thousand)

| Particulars | Note No. | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non - current assets** | | | |
| ( a ) Property, plant and equipment | 2 | 482.96 | 563.68 |
| ( b ) Financial assets | | | |
| ( i ) Investments | 3 | 0.00 | 0.00 |
| ( ii ) Other financial assets | 4 | 6,907.89 | 26,451.14 |
| ( c ) Other Non - Current Assets | 5 | 101.04 | 101.04 |
| ( d ) Deferred tax assets ( net ) | 6 | 31.37 | 56.52 |
| **Total Non-current assets** | | 7,523.26 | 27,172.37 |
| **Current assets** | | | |
| ( a ) Financial assets | | | |
| ( i ) Cash and cash equivalents | 7 | 273.12 | 364.32 |
| ( b ) Other Current assets | 8 | 37,979.37 | 37,271.27 |
| **Total Current assets** | | 38,252.50 | 37,634.59 |
| **TOTAL ASSETS** | | **45,775.76** | **64,806.96** |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| ( a ) Equity share capital | 9 | 10,000.00 | 10,000.00 |
| ( b ) Other equity | 10 | -34,631.98 | 32,657.48 |
| **Total equity** | | -24,631.98 | 42,657.48 |
| **Liabilities** | | | |
| **Current Liabilities** | | | |
| ( a ) Financial liabilities | | | |
| ( i ) Borrowings | 11 | 55,300.00 | 12,000.00 |
| ( ii ) Trade payables | 12 | 1,775.29 | 1,774.09 |
| ( b ) Other liabilities | 13 | 13,332.44 | 8,375.39 |
| **Total Current liabilities** | | 70,407.74 | 22,149.49 |
| **Total liabilities** | | 70,407.74 | 22,149.49 |
| **TOTAL EQUITY AND LIABILITIES** | | **45,775.76** | **64,806.96** |

| | |
|---|---|
| Significant accounting policies and | 1 |
| 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

Place : Mumbai
Date : 21-5-25

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

**Rajesh R. Pawar**
Whole Time Director
DIN-00232533

**Feroza J. Panday**
Director
DIN-00232812

**Muralidharan P. Pisharam**
Chief Financial Officer

**Shruti P. Dalia**
Company Secretary
Membership No. A 34427

**KRATOS ENERGY & INFRASTRUCTURE LIMITED**
**CIN-L40102MH1979PLC021614**

**Statement of Profit and Loss for the year ended March 31, 2025** (Amount in Thousand)

| Particulars | Note No. | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|---|
| **Income** | | | |
| Revenue from operations | 14 | - | - |
| Other income | 15 | - | 5.24 |
| **Total Income** | | - | 5.24 |
| **Expenses** | | | |
| Employee benefits expense | 16 | - | - |
| Depreciation and amortisation expenses | 2 | 80.72 | 88.07 |
| Finance Costs | 17 | 213.04 | 4,449.30 |
| Other expenses | 18 | 9,270.55 | 4,961.64 |
| **Total expenses** | | 9,564.32 | 9,499.00 |
| **Profit / (Loss) before Extraordinary Item and Tax** | | -9,564.32 | -9,494.17 |
| **Extraordinary Items** | 19 | 57,700.00 | - |
| **Profit / (Loss) before Tax** | | -67,264.32 | - |
| **Tax expense** | | | |
| - Current Tax | | - | - |
| - Short and Excess Provisions for Eariler years | | - | - |
| - Deferred Tax | | 25.14 | 7.13 |
| | | 25.14 | 7.13 |
| **Profit / (Loss) for the Year** | | -67,289.46 | -9,500.70 |
| **Other comprehensive income** | | - | - |
| **Total Comprehensive Income for the period** | | -67,289.46 | -9,500.70 |
| **Earning per share (EPS) (of Rs 10 each)** | | | |
| Basic | 21 | -0.07 | -0.01 |
| Diluted | | -0.07 | -0.01 |

| | |
|---|---|
| Significant accounting policies and | 1 |
| 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

Place : Mumbai
Date : 21.5.25

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

**Rajesh R. Pawar**
Whole Time Director
DIN-00232533

**Feroza J. Panday**
Director
DIN-00232812

**Muralidharan P. Pisharam**
Chief Financial Officer

**Shruti P. Dalia**
Company Secretary
Membership No. A 34427

**KRATOS ENERGY & INFRASTUCTURE LIMITED**
**CIN-L40102MH1979PLC021614**

**Cash Flow Statement for the year ended March 31, 2025** (Amount in Thousand)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **A. CASH FLOW FROM OPERATING ACTIVITIES :** | | |
| Net Profit ( Loss ) after Tax | -67,289.46 | -9,500.70 |
| Adjustments for : | | |
| Depreciation | 80.72 | 88.07 |
| Dividend income | - | - |
| **Operating Profit ( Loss ) before changes in working capital** | -67,208.74 | -9,412.63 |
| Adjustments for : | | |
| Increase/(Decrease) in Trade payable & Other Liabilities | 4,958.25 | 9,993.60 |
| Increase/(Decrease) in Other Financial Assets | 19,543.25 | - |
| Increase/(Decrease) in Trade Receivable and Other Current Assets | -708.10 | -583.28 |
| Cash generated from Operations | -43,415.34 | -2.31 |
| Income Tax Paid (Net of Refund) | -25.14 | -121.13 |
| **Net cash generated from operating activities ( A )** | **-43,390.20** | **118.82** |
| **B. CASH FLOW FROM INVESTING ACTIVITIES** | | |
| Sale proceeds/(Purchases) of Investments | - | - |
| Sale proceeds/(Purchases) of Fixed Assets | - | - |
| Dividend income | - | - |
| **Net cash generated from investing activities ( B )** | **-** | **-** |
| **C. CASH FLOW FROM FINANCING AVTIVITIES** | | |
| Proceeds /(Repayment) of Short Term borrowings | 43,300.00 | - |
| **Net cash generated from financing activities ( C )** | **43,300.00** | **-** |
| **Net Increase ( Decrease ) in cash and cash equivalents ( A+B+C )** | -90.20 | 118.82 |
| **Opening Cash & Cash equivalents at beginning of year** | 364.32 | 245.50 |
| **Closing Cash & Cash equivalents at end of period** | **274.12** | **364.32** |
| **Components of cash and cash equivalents** | | |
| Cash on hand | 7.79 | 9.42 |
| Balances with scheduled banks: | | |
| - In current accounts | 265.34 | 353.90 |
| - In deposit accounts with original maturity less than 3 months | - | - |
| **Total Cash and cash equivalents** | **273.12** | **364.32** |

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 | 1 |
| Notes forming part of financial statements | 2 - 31 |

As per our report of even date attached

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

H.G. Sarvaiya

**Hasmukhbhai G. Sarvaiya**
Prop. Membership No: 045038

H. G. SARVAIYA & CO. Chartered Accountants MUMBAI 045038 115705W

Place : Mumbai
Date : 21.5.25

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

**Rajesh R. Pawar**
Whole Time Director
DIN-00232533

**Feroza J. Panday**
Director
DIN-00232812

**Muralidharan P. Pisharam**
Chief Financial Officer

**Shruti P. Dalia**
Company Secretary
Membership No. A 34427

**KRATOS ENERGY & INFRASTUCTURE LIMITED**
**CIN-L40102MH1979PLC021614**

**Statement of Changes in Equity for the year ended March 31, 2025**

**A. Equity Share Capital** **(Amount in Thousand)**

| Equity shares of INR 10 each issues, subscribed and fully paid | No. of Shares | Amount |
|---|---|---|
| As at April 1, 2023 | 1,000,000 | 10,000.00 |
| Increase/(decrease) during the year | - | - |
| As at March 31, 2024 | 1,000,000 | 10,000.00 |
| Increase/(decrease) during the year | - | - |
| As at March 31, 2025 | 1,000,000 | 10,000.00 |

**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, 2023** | 21,085.97 | 21,072.20 | - | 42,158.18 |
| Profit / ( Loss ) for the year | - | -9,500.70 | - | -9,500.70 |
| Other Comprehensive Income for the year | - | - | - | - |
| **Total Comprehensive Income for the year** | - | -9,500.70 | - | -9,500.70 |
| **Balance as on March 31, 2024** | **21,085.97** | **11,571.50** | **-** | **32,657.48** |
| Profit / ( Loss ) for the period | - | -67,289.46 | - | -67,289.46 |
| Other Comprehensive Income for the year | - | - | - | - |
| **Total Comprehensive Loss for the year** | - | -67,289.46 | - | -67,289.46 |
| **Balance as on March 31, 2025** | **21,085.97** | **-55,717.95** | **-** | **-34,631.98** |

| | |
|---|---|
| Significant accounting policies and | 1 |
| 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

Place : Mumbai
Date : 21-5-25

H.G. SARVAIYA & CO. Chartered Accountants MUMBAI 045038 115705W

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

**Rajesh R. Pawar**
Whole Time Director
DIN-00232533

**Feroza J. Panday**
Director
DIN-00232812

**Muralidharan P. Pisharam**
Chief Financial Officer

**Shruti P. Dalia**
Company Secretary
Membership No. A 34427

KRATOS ENERGY & INFRASTRUCTURE LIMITED

**Company Overview**

Kratos Energy & Infrastructure Limited (the 'Company') is a public limited Company domiciled and incorporated in India under the Companies Act. The registered office of the Company is located at 317, Maker Chamber V, 221, Nariman Point, Mumbai, India.

The company's equity shares are listed on BSE Ltd. in India. The Company's main business activity is consultancy in various fields.

**1. Significant Accounting Policies**

**1.1 Basis of preparation of financial statements**

The financial statements have been prepared and presented in accordance with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

**1.2 Current / Non – Current Classification**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out under Ind AS and in the Schedule III to the Act. Based on the nature of the services and their realisation in Cash and Cash Equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current or non-current classification of assets and liabilities.

**1.3**

**a) Property, Plant and Equipment**

**Measurement at recognition:**
An item of property, plant and equipment that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of property, plant and equipment are carried at its cost less accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant and equipment includes taxes, duties, freight and other incidental expenses but net of Cenvat availed.

**Depreciation:**
Depreciation on each part of an item of property, plant and equipment is provided on a pro-rata basis using the Straight Line Method based on the useful life of the asset as estimated by the management and is charged to the statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013. The estimate of the useful life of the assets has been assessed based on technical advice which considers the nature of the asset, the usage of the asset, expected physical wear and tear, and maintenance support, etc.

Kratos Energy and Infrastructure Limited

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

**b) Revenue Recognition**

All income and expenditure have a material bearing on the financial statements and are recognised on accrual.

Operational income represents income earned from activities incidental to the business and is recognised when the right to receive the income is established as per the terms of the contract.

Interest income on deposits, securities and loans is recognised at the agreed rate on time proportion basis.

Dividend income is recognised when the Company's right to receive payment is established.

During the earlier periods, the Company has undertaken Work Contract activities and

Its income are recognized based on actual work completion.

**c) Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Financial Assets**

The Company recognizes a financial asset in its Balance Sheet when it becomes party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit and loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset.

Where the fair value of a financial asset at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognized as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price.

**Financial Liabilities**

The Company recognizes a financial liability in its Balance Sheet when it becomes party to the contractual provisions of the instrument. All financial liabilities are recognized initially at fair value minus, in the case of financial liabilities not recorded at fair value through profit and loss (FVTPL), transaction costs that are attributable to the acquisition of the financial liability.

Where the fair value of a financial liability at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognised as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price.

**d) Fair Value**

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Kratos Energy and Infrastructure Limited

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

**e) Investment**

Investments that is intended to be held for more than a year from the date of acquisition are classified as long term investment and are carried at cost less any provision for permanent diminution in value. On disposal of investment, the difference between its carrying and net disposal proceeds is charged or credited to the statement of profit and loss.

**f) Provisions and Contingent Liabilities**

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

**g) Income Taxes**
**Current Taxes**

Income tax expense for the year comprises of current tax and deferred tax. Income Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

Current tax is the expected tax payable/receivable on the taxable income/ loss for the year using applicable tax rates at the Balance Sheet date, or Minimum Alternate Tax payable / receivable using applicable rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Management periodically evaluates positions taken in tax return with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate

**Deferred Taxes**

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding tax base used for computation of taxable Income.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity).

Kratos Energy and Infrastructure Limited

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

h) **Employee Benefits**

**Short-term employee benefits**
Employee benefits payable wholly within twelve months of availing employee service are classified as short-term employee benefits. This benefit includes salaries and wages, bonus and ex- gratia. The undiscounted amount of short-term employee benefits to be paid in exchange of employees' services are recognised in the period in which the employee renders the related service.

No Provision for retirement benefits as required by the Accounting Standard to be made by the Company.

i) **Earnings per share (EPS)**
In determining Earnings per Share, the Company considers net profit after tax and includes post tax effect of any exceptional item. Number of shares used in computing basic earnings per share is the weighted average number of the shares, excluding the shares owned by the Trust, outstanding during the period. Dilutive earning per share is computed and disclosed after adjusting effect of all dilutive potential equity shares, if any except when result will be anti - dilutive. Dilutive potential equity Shares are deemed converted as at the beginning of the period, unless issued at a later date.

j) **Provisions, contingent liabilities and contingent assets**
The Company creates a provision where there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent Assets are disclosed only when an inflow of economic benefit is probable.

k) **Cash and cash equivalents**
Cash and cash equivalents comprise cash and cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

Kratos Energy and Infrastructure Limited

**KRATOS ENERGY & INFRASTUCTURE LIMITED**
**CIN-L40102MH1979PLC021614**

**Notes to the financial statement for the year ended March 31, 2025**

**Note - 2 Property, Plant And Equipment** **(Amount in Thousand)**

| Particulars | Gross carrying value | | | | Depreciation / Amortisation | | | | Net carrying value | |
|---|---|---|---|---|---|---|---|---|---|---|
| | As at 01.04.24 | Additions during the period | Deductions/ Adjustments | As at 31.03.25 | As at 01.04.24 | Additions during the year | Deductions/ Adjustments | As at 31.03.25 | As at 31.03.25 | As at 31.03.24 |
| **Tangible Assets** | | | | | | | | | | |
| Computers | 145.64 | - | - | 145.64 | 136.56 | - | - | 136.56 | 9.08 | 9.09 |
| Office Equipment | 141.54 | - | - | 141.54 | 67.02 | - | - | 67.02 | 74.51 | 74.51 |
| Furniture and Fixture | 613.51 | - | - | 613.51 | 289.40 | 55.09 | - | 344.48 | 269.03 | 324.12 |
| Air Conditioner | 295.71 | - | - | 295.71 | 147.23 | 25.63 | - | 172.86 | 122.85 | 148.48 |
| Mobile Handset | 90.54 | - | - | 90.54 | 84.74 | - | - | 84.74 | 5.80 | 5.81 |
| Printer | 33.50 | - | - | 33.50 | 31.82 | - | - | 31.82 | 1.68 | 1.68 |
| **TOTAL** | **1,320.44** | **-** | **-** | **1,320.44** | **756.76** | **80.72** | **-** | **837.48** | **482.96** | **563.68** |
| Previous Year | 1,320.44 | - | - | 1,320.44 | 572.74 | 95.96 | - | 668.70 | 651.74 | |

H. G. SARVAIYA & CO. Chartered Accountants MUMBAI 115705W 040038

Kratos Energy and Infrastructure Limited

## KRATOS ENERGY & INFRASTRUCTURE LIMITED
**CIN-L40102MH1979PLC021614**

**Notes to the financial statement for the year ended March 31, 2025**

**Note - 3 Non-Current Investments** (Amount in Thousand)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Investments in Equity Instruments and Mutual Fund :** | | |
| 8,55,000 ( 31 March 2024 : 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** (Amount in Thousand)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Unsecured -Considered Good** | | |
| Deposit with National Stock Exchange | - | 19,543.25 |
| Deposit for Office Premises | 25.00 | 25.00 |
| Other Deposits | 6,882.89 | 6,882.89 |
| | **6,907.89** | **26,451.14** |

**Note - 5 Other Non - Current Assets** (Amount in Thousand)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Unsecured - Considered Good** | | |
| Other Assets | 101.04 | 101.04 |
| | **101.04** | **101.04** |

**Note -6 Deferred tax asset ( Net )** (Amount in Thousand)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| On Account on Timming Difference of Depreciation on Fixed Assests | 31.37 | 56.52 |
| | **31.37** | **56.52** |

Kratos Energy and Infrastructure Limited

H. G. SARVAIYA & CO. Chartered Accountants MUMBAI 045038 115705W

**KRATOS ENERGY & INFRASTRUCTURE LIMITED**
**CIN-L40102MH1979PLC021614**

**Notes to the financial statement for the year ended March 31, 2025**

**Note -7 Cash and cash equivalents** (Amount in Thousand)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Balance with Bank in Current accounts | 265.34 | 354.90 |
| Cash in Hand | 7.79 | 9.42 |
| | **273.12** | **365.32** |

**Note -8 Other Current Assets** (Amount in Thousand)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Balance with Government Authorities | 3,571.49 | 2,862.39 |
| Advance receivable in cash or kind or for value to be received | 34,407.88 | 34,407.88 |
| | **37,979.37** | **37,270.27** |

Kratos Energy and Infrastructure Limited

H. G. SARVAIYA & CO. Chartered Accountants MUMBAI 045038 115705W

## KRATOS ENERGY & INFRASTRUCTURE LIMITED
**CIN-L40102MH1979PLC021614**

**Notes to the financial statement for the year ended March 31, 2025**

**Note - 9 Equity share capital** (Amount in Thousand)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Equity share capital** | | |
| **Authorised :** | | |
| 50,00,000 (50,00,000), Equity Shares of Rs. 10 each | 50,000.00 | 50,000.00 |
| | 50,000.00 | 50,000.00 |
| **Issued, Subscribed and paid up** | | |
| 10,00,000 (10,00,000) Equity Shares of Rs. 10 each fully paid up | 10,000.00 | 10,000.00 |
| | **10,000.00** | **10,000.00** |

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

| Particulars | As at March 31 2025 | | As at March 31,2024 | |
|---|---|---|---|---|
| | No. of Shares | % | No. of Shares | % |
| Eldorado Guarantee Ltd | 490,051 | 49.01 | 490,051 | 49.01 |

**C. Reconciliation of Equity Shares outstanding**

| Particulars | As at March 31 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | No. of Shares | Rs. in Thousand | No. of Shares | Rs. in Thousand |
| Shares outstanding at the beginning of the year | 1,000,000 | 10,000.00 | 1,000,000 | 10,000.00 |
| Add/Less : Issued/ Buy Back | - | - | - | - |
| Shares outstanding at the end of the year | 1,000,000 | 10,000.00 | 1,000,000 | 10,000.00 |

**D. Details of Share's held by promoters as at 31 March, 2025**

| Particulars | As at March 31 2025 | | Percentage ( % ) of |
|---|---|---|---|
| | No of Shares | % | Changes during the year |
| Eldorado Guarantee Ltd | 490,051 | 49.01 | |

**Note - 10 Other Equity** (Amount in Thousand)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **General Reserve** | | |
| Opening balance | 21,085.97 | 21,085.97 |
| Addition / transfers during the year | - | - |
| Closing balance | 21,085.97 | 21,085.97 |
| **Retained Earnings** | | |
| Opening balance | 11,571.50 | 21,072.20 |
| Add : Net Profit ( Loss ) for the current year | -67,289.46 | -9,500.70 |
| | -55,717.95 | 11,571.51 |
| | **-34,631.98** | **32,657.48** |

Kratos Energy and Infrastructure Limited

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**KRATOS ENERGY & INFRASTRUCTURE LIMITED**
**CIN-L40102MH1979PLC021614**

**Notes to the financial statement for the year ended March 31, 2025**

**Note - 11 Borrowings** (Amount in Thousand)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Inter - Corporate Loans ( Unsecured ) | 55,300.00 | 12,000.00 |
| | **55,300.00** | **12,000.00** |

**Note - 12 Trade payables** (Amount in Thousand)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Due to Micro and small enterprises | - | - |
| Due to other than Micro and small enterprises | 1,775.29 | 1,774.09 |
| | **1,775.29** | **1,774.09** |

| Ageing of Trade Payables | | |
|---|---|---|
| Less then 3 months | 31.80 | - |
| More then 3 months but less then 6 months | - | - |
| More then 1 year but less then 2 years | 6.49 | 1,774.09 |
| More then 2 years but less then 3 years | 1,737.00 | - |

**Note - 13 Other Current Liabilities** (Amount in Thousand)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Statutory dues payable | 733.83 | 726.83 |
| Interest on Loans & Advances | 4,217.41 | 4,004.37 |
| Other Liabilities | 8,381.20 | 3.64 |
| | **13,332.44** | **4,734.84** |

Kratos Energy and Infrastructure Limited

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## KRATOS ENERGY & INFRASTRUCTURE LIMITED
**CIN-L40102MH1979PLC021614**

**Notes to the financial statement for the year ended March 31, 2025**

**Note - 14 Revenue from operations** (Amount in Thousand)

| Particulars | For the year ended March 31 , 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Consultancy charges (Net of taxes) | - | - |
| | - | - |

**Note - 15 Other Income** (Amount in Thousand)

| Particulars | For the year ended March 31 , 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Interest income on | | |
| -Fixed Deposit | - | - |
| -Income Tax Refund | - | 4.56 |
| Miscellaneous Income | - | 0.68 |
| | - | 5.24 |

**Note - 16 Employee Benefits Expense** (Amount in Thousand)

| Particulars | For the year ended March 31 , 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Salaries and allowances to staff | - | - |
| | - | - |

**Note - 17 Finance Costs** (Amount in Thousand)

| Particulars | For the year ended March 31 , 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Iinterest paid on Loans & Advances | 213.04 | 4,449.30 |
| | 213.04 | 4,449.30 |

Kratos Energy and Infrastructure Limited

H. G. SARVAIYA & CO. Chartered Accountants MUMBAI 045038 115705W

## KRATOS ENERGY & INFRASTRUCTURE LIMITED
**CIN-L40102MH1979PLC021614**

**Notes to the financial statement for the year ended March 31, 2025**

**Note - 18 Other Expenses** (Amount in Thousand)

| Particulars | For the year ended March 31 , 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **Payment to Auditors** | | |
| - Audit Fees | 30.00 | 30.00 |
| - Limited Review Report | 12.00 | 24.00 |
| -Tax Audit Fees | - | - |
| -Certification and other services | - | - |
| Professional and Consultancy fees | 3,662.73 | 4,265.89 |
| **Repairs and Maintenance charges** | | |
| -Repair to Machinery | - | - |
| -Repair to Building | - | - |
| -Repair to Others | - | 5.41 |
| Listing fees | 325.00 | 325.00 |
| Electricity expenses | 35.95 | 77.18 |
| Printing and Stationery expenses | 2.40 | 0.10 |
| Postage and Telephone expenses | 5.18 | 31.46 |
| NSE Charges Written Off | 5,143.25 | - |
| Miscellaneous expense | 54.04 | 202.41 |
| | **9,270.55** | **4,961.44** |

**Note - 19 Extraordinary Items** (Amount in Thousand)

| Particulars | For the year ended March 31 , 2025 | For the year ended March 31, 2024 |
|---|---|---|
| SEBI Penalty and Outstanding Fees | 57,700 | - |
| | **57,700** | **-** |

Kratos Energy and Infrastructure Limited

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**KRATOS ENERGY & INFRASTRUCTURE LIMITED**
**CIN-L40102MH1979PLC021614**

**Notes to the financial statement for the year ended March 31, 2025**

**Note - 20**
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 - 21 Earnings per share**

| Particulars | March 31, 2025 | March 31, 2024 |
|---|---|---|
| a) Profit after tax as per Statement of Profit and Loss ( Rs. In Thousand) | -67,289 | -9,501 |
| b) Weighted average number of equity shares outstanding | 1,000,000 | 1,000,000 |
| c) Basic and diluted earnings per share in rupees ( face value - Rs. 10 per share ) | -0.07 | -0.01 |

**Note - 22**

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

**Note - 23**
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 - 24 Commitments and Contingencies**
Upon the death of the promotor Mr. Bimal Gandhi on 08-06-2001 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 busuness 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. 6.08 Crores ( Comprising of Rs. 1,48,14,580/- as the principal and Rs. 4,60,39,986/- as the interest ). The Company has vehemently contested the same on various counts before SEBI and the Hon'ble Securities Appeliate 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 of the balance amount would remain stayed till next date of hearing. Subsequently the Hon'ble Supreme Court passed an order dated 15-10-2024 directing the Company to pay an amount of Rs. 4.33 Crores to SEBI and NSE to pay the balance lying with them which amounted to Rs. 1.44 Crores to SEBI on behalf of the Company . The Company has paid the amounts due to SEBI amounting to Rs. 4.33 Crores and NSE paid Rs.1.44 Crores ( as per NSE books ) to SEBI on behalf of the Company. .SEBI has issued no dues certificate dated 12-12-2024 to the Company and has closed the Case As per Company's books balance recoverable from NSE amounted to Rs..1.95 Crores and after payment of Rs 1.44 Crores by NSE to SEBI the balance of Rs. 51.43 Lacs has been written off by the Company as back charges claimed by NSE which was never informed by NSE to the Company.

The Company is undergoing PPIRP process vide petition filed with NCLT Mumbai dated 27th September, 2023 . The Resolution Plan was submitted by the Company along with strategic Investor M/s Lord's Mark Industries Limited , the NCLT admitted the application on 1st February 2024 and appointed Mr. Amit Poddar as Resolution Professional ( RP ) / Insolvancy Professional ( IP ) in the matter. The plan was approved by Commitee of Creditors ( COC ) on 27th April, 2024 and submitted by RP on 1st May, 2024 to the NCLT. The NCLT case is in progress.

**Note - 25**
During the current year 2024 - 25 the company has applied to ROC for ROC for addition in its main business activity. Currently company's main business activity is consultancy in various fields The company has proposed following additions in its main business activity:.

1. To carry on business as manufacturers , producers , processors , printers, binders, packers, dealers, importers, exporters, stockiest, agents, brokers, traders and retailers of all kinds, varieties and dimension of paper and packages, board, sheets, forms, packing materials, stationery of all kinds including computer continuous stationery , goods and articles made fully or partly of paper for domestic, household, educational, commercial . industrial, government or public use.

2. (i) To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceuticals products, medicines, drugs , IVD kits, API , Medtech, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations , vaccines , chemical products diagnostics and dry salters also to engage in business of health cares, life sciences, research and devdlopment, contract manufacturing in India and/ or abroad.

(ii) To manufacture , formulate , process, develop, refine, import , export , wholesale and/or retail trade in medicinal goods such as surgical instruments, contraceplives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and tinctures extracts and to carry on the business of vialling , bottling , repacking, processing of tablets, capsules , surups, injections, ointments, etc. and also to carry on the business of chemists, druggists, buyers , sellers, agents, distributors and stockist of all kinds of pharmaceuticals and allied products.

Kratos Energy and Infrastructure Limited

H. G. SARVAIYA & CO. Chartered Accountants MUMBAI 045038 115705W

**KRATOS ENERGY & INFRASTRUCTURE LIMITED**
**CIN-L40102MH1979PLC021614**

**Notes to the financial statement for the year ended March 31, 2025**

**Note - 25 ( Continued )**

3. To carry on in India or abroad the business of manufacturer , traders, dealers, distributors, exporters and importers of all kinds, types, variety and specification of LED Lights , LED Lamps, LED Tube Lights, LED Down Lights, LED Panel Lights, LED Strip Lights, LED Multi Book Lights, LED Track Lights, Industrial Lighting like LED Moisture Proof Lights, LED Flood/ Beam Lights, Hibay LED Tunnel Lights, LED Industrial Lights, LED Portable Lights, LED Corn Lights, Outdoor Lighting like Street Lights, LED Garden Lights Black/ White, LED Garden / Wall Lights and Parking Lights.

4. To carry on in India or abroad the business to manufacture , supply, installation and Commissioning of all firefighting equipment and passive fire protection material, solar and LED products , all types of Lithium Ferro Phosphate and Lithium ion batteries, all kinds, types and design of E-vehicles including E-Rickshaw, E Loader, E-Bike and E-Bus.

**Note - 26 Events occurring after Balance Sheet date**

**Change of Name :**

Registrar of Companies vide its Certificate of Incorporation pursuant to change of Name dated 02-05-2025 has approved the change of name of the company from KRATOS ENERGY & INFRASTRUCTURE LIMITED to LORDS MARK INDIA LIMITED.

**NCLT Progress**

NCLT case is in progress and the Hon'ble Tribunal has reserved it's order for approval of terms of the proposed Reverse Merger.

**Attachment of Bank Accounts by SEBI and release thereof :**

SEBI vide its Attachment proceeding No. 9678 & 9680 of 2023 , certificate No. 2719 of 2020 had issued notice to attach bank accounts of the Company.

SEBI vide its .Release Order No. RRD-1/849/2719/2020 has released the attached Bank Accounts.Demat Accounts and Mutual Fund Folios of the Company

**Note -27 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.

Kratos Energy and Infrastructure Limited

H. G. SARVAIYA & CO. Chartered Accountants MUMBAI 045038 115705W

**KRATOS ENERGY & INFRASTRUCTURE LIMITED**
**CIN-L40102MH1979PLC021614**

**Notes to the financial statement for the year ended March 31, 2025**
**Note - 28**
Related party transactions pursuant to Ind AS - 24

**a) Related Parties:**
Mr Rajesh Pawar ( Whole Time Director )
Mr. Muralidharan Pisharam ( Chief Financial Officer )
Mr. Nikhil Pandey - ( Director ) Appointed w.e.f 10-04-2024
Mr. Niket Naik ( Independent Director )
Mrs Feroza Panday ( Director )
Mrs. Prerana Joshi - Resigned on 28-08-2024 ( Company Secretary )
Mrs. Shruti P. Dalia - Appointed on 05-09-2024 ( Company Secretary )

**( Amount in Thousand)**

| Nature Of Transaction | Year 2024 - 2025 | Year 2023 - 2024 |
|---|---|---|
| **b) Nature Of Transaction during the year**<br>**1) Remumeration to Directors / Key Managerial Personnel**<br>**Key Managerial Personnel** | Nil | Nil |

**NOTE - 29**
a) The Company does not have any trasactions 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 yeaar or preceeding financial year
e) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statuory 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 beneficiarirs.
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.

Significant accounting policies and
Notes forming part of financial statements

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

Place : Mumbai
Date : 21.5.25

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

**Rajesh R. Pawar**
Whole Time Director
DIN-00232533

**Feroza J. Panday**
Director
DIN-00232812

**Muralidharan P. Pisharam**
Chief Financial Officer

**Shruti P. Dalia**
Company Secretary
Membership No. A 34427

KRATOS ENERGY & INFRASTRUCTURE LIMITED
CIN-L40102MH1979PLC021614

**Notes to the Financial Statements for the year ended 31st March, 2025**

**NOTE - 30 Ratio analysis and its elements**

| Sr. No. | Particulars | Year ended | | Variation % | Reason for variation / Remarks |
|---|---|---|---|---|---|
| | | March 31, 2025 | March 31, 2024 Audited | | |
| i | Debt-to-Equity (D/E) Ratio (in times)<br>(Total Debt (Long term +Short term including current maturity)/Total Shareholders' Equity) | -2.25 | 0.28 | -898.07 | Reduction in Total Share Holders Equity |
| ii | Debt service coverage ratio (in times)<br>{(Profit after tax+ depreciation+ interest on term loan) /(Interest on term loan + Long term principal repayment amount<br>payable during the next period)}" | -1.21 | -0.30 | 299.97 | Due to Increase in ( Loss ) in Net Profit during the year. |
| iii | **Current ratio (in times)**<br>Current Assets/ Current Liabilities | 0.54 | 1.70 | -68.02 | Due to Increase in Current Liabilities |
| iv | **Debtors turnover (in times)**<br>[Net Credit Sales / Average Accounts Receivable {<br>(Closing Accounts Receivable<br>+ Opening Accounts Receivable)/2}] | - | - | - | N.A |
| v | **Inventory turnover (in times)**<br>[Revenue from operation / Average<br>Inventory { (Closing Inventory + Opening Inventory)/2}] | - | - | - | N.A |
| vi | **Net profit margin (%)**<br>(Net Profit after tax/ Total Revenue from Operation ) | - | - | - | No revenue from operations |
| vii | **Return on equity ratio (%)**<br>(Net profit after tax/Average shareholder equity) | 968.78 | -25.32 | -3926.15 | Due to Increase in Net Loss during the year. |
| viii | **Trade Payable turnover ratio in % (in times)**<br>Net credit purchase/average trade payable | 0.00 | 0.00 | - | N.A |
| ix | **Net capital Turnover ratio (%)**<br>Net annual sale/working capital | 0.00 | 0.00 | 0.00 | No revenue from operations |
| x | **Return on capital employed (%) Earning before interest and tax/(Tangible net worth + total debt + deferred tax liability)** | 37.96 | -11.80 | -421.73 | Due to Increase in Net Loss during the year. |
| xi | **Return on investment (%)**<br>**Net income (PAT)/cost of investment (total assets)** | -20.89 | -14.62 | 42.91 | Due to Increase in Net Loss during the year. |

Kratos Energy and Infrastructure Limited

H. G. SARVAIYA & CO. Chartered Accountants MUMBAI 045038 115705W

## KRATOS ENERGY & INFRASTRUCTURE LIMITED
**CIN-L40102MH1979PLC021614**

**Balance Sheet as at March 31, 2025** (Amount in Rs.)

| Particulars | Note No. | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non - current assets** | | | |
| ( a ) Property, plant and equipment | 2 | 4,82,957 | 5,63,677 |
| ( b ) Financial assets | | | |
| ( i ) Investments | 3 | 1 | 1 |
| ( ii ) Other financial assets | 4 | 69,07,885 | 2,64,51,136 |
| ( c ) Other Non - Current Assets | 5 | 1,01,044 | 1,01,044 |
| ( d ) Deferred tax assets ( net ) | 6 | 31,374 | 56,516 |
| **Total Non-current assets** | | 75,23,261 | 2,71,72,374 |
| **Current assets** | | | |
| ( a ) Financial assets | | | |
| ( i ) Cash and cash equivalents | 7 | 2,73,125 | 3,64,321 |
| ( b ) Other Current assets | 8 | 3,79,79,371 | 3,72,70,270 |
| **Total Current assets** | | 3,82,52,496 | 3,76,34,590 |
| **TOTAL ASSETS** | | **4,57,75,757** | **6,48,06,964** |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| ( a ) Equity share capital | 9 | 1,00,00,000 | 1,00,00,000 |
| ( b ) Other equity | 10 | -3,46,31,980 | 3,26,57,476 |
| **Total equity** | | -2,46,31,980 | 4,26,57,476 |
| **Liabilities** | | | |
| **Current Liabilities** | | | |
| ( a ) Financial liabilities | | | |
| ( i ) Borrowings | 11 | 5,53,00,000 | 1,20,00,000 |
| ( ii ) Trade payables | 12 | 17,75,294 | 17,74,094 |
| ( b ) Other liabilities | 13 | 1,33,32,443 | 83,75,394 |
| **Total Current liabilities** | | 7,04,07,737 | 2,21,49,488 |
| **Total liabilities** | | 7,04,07,737 | 2,21,49,488 |
| **TOTAL EQUITY AND LIABILITIES** | | **4,57,75,757** | **6,48,06,964** |

| | |
|---|---|
| Significant accounting policies and | 1 |
| 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

H.G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

Place : Mumbai
Date : 21.5.25

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

**Rajesh R. Pawar**
Whole Time Director
DIN-00232533

**Feroza J. Panday**
Director
DIN-00232812

**Muralidharan P. Pisharam**
Chief Financial Officer

**Shruti P. Dalia**
Company Secretary
Membership No. A 34427

## KRATOS ENERGY & INFRASTRUCTURE LIMITED
**CIN-L40102MH1979PLC021614**

**Statement of Profit and Loss for the year ended March 31, 2025** (Amount in Rs.)

| Particulars | Note No. | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|---|
| **Income** | | | |
| Revenue from operations | 14 | - | - |
| Other income | 15 | - | 5,237 |
| **Total Income** | | **-** | **5,237** |
| **Expenses** | | | |
| Employee benefits expense | 16 | - | - |
| Depreciation and amortisation expenses | 2 | 80,720 | 88,066 |
| Finance Costs | 17 | 2,13,041 | 44,49,296 |
| Other expenses | 18 | 92,70,554 | 49,61,443 |
| **Total expenses** | | **95,64,315** | **94,98,805** |
| **Profit / (Loss) before Extraordinary Item and Tax** | | **-95,64,315** | **-94,93,568** |
| **Extraordinary Items** | 19 | **5,77,00,000** | **-** |
| **Profit / (Loss) before Tax** | | **-6,72,64,315** | **-** |
| **Tax expense** | | | |
| - Current Tax | | - | - |
| - Short and Excess Provisions for Eariler years | | - | - |
| - Deferred Tax | | 25,142 | 7,132 |
| | | **25,142** | **7,132** |
| **Profit / (Loss) for the Year** | | **-6,72,89,457** | **-95,00,700** |
| **Other comprehensive income** | | - | - |
| **Total Comprehensive Income for the period** | | **-6,72,89,457** | **-95,00,700** |
| **Earning per share (EPS) (of Rs 10 each)** | | | |
| Basic | 21 | -67.29 | -9.50 |
| Diluted | | -67.29 | -9.50 |

| | |
|---|---|
| Significant accounting policies and | 1 |
| 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

H.G. Sarvaiya

**Hasmukhbhai G. Sarvaiya**
Prop. Membership No: 045038

H.G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

Place : Mumbai
Date : 21-5-25

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

**Rajesh R. Pawar**
Whole Time Director
DIN-00232533

**Feroza J. Panday**
Director
DIN-00232812

**Muralidharan P. Pisharam**
Chief Financial Officer

Shruti. Dalia

**Shruti P. Dalia**
Company Secretary
Membership No. A 34427

## KRATOS ENERGY & INFRASTUCTURE LIMITED

**CIN-L40102MH1979PLC021614**

**Cash Flow Statement for the year ended March 31, 2025** (Amount in Rs.)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **A. CASH FLOW FROM OPERATING ACTIVITIES :** | | |
| Net Profit ( Loss ) after Tax | (6,72,89,457) | (95,00,700) |
| Adjustments for : | | |
| Depreciation | 80,720 | 88,066 |
| Dividend income | - | - |
| **Operating Profit ( Loss ) before changes in working capital** | (6,72,08,737) | (94,12,634) |
| Adjustments for : | | |
| Increase/(Decrease) in Trade payable & Other Liabilities | 49,58,249 | 99,93,599 |
| Increase/(Decrease) in Other Financial Assets | 1,95,43,251 | - |
| Increase/(Decrease) in Trade Receivable and Other Current Assets | (7,09,101) | (5,83,278) |
| Cash generated from Operations | (4,34,16,339) | (2,313) |
| Income Tax Paid (Net of Refund) | (25,142) | (1,21,133) |
| **Net cash generated from operating activities ( A )** | **(4,33,91,197)** | **1,18,820** |
| **B. CASH FLOW FROM INVESTING ACTIVITIES** | | |
| Sale proceeds/(Purchases) of Investments | - | - |
| Sale proceeds/(Purchases) of Fixed Assets | - | - |
| Dividend income | - | - |
| **Net cash generated from investing activities ( B )** | - | - |
| **C. CASH FLOW FROM FINANCING AVTIVITIES** | | |
| Proceeds /(Repayment) of Short Term borrowings | 4,33,00,000 | - |
| **Net cash generated from financing activities ( C )** | **4,33,00,000** | - |
| **Net Increase ( Decrease ) in cash and cash equivalents ( A+B+C )** | (91,197) | 1,18,820 |
| **Opening Cash & Cash equivalents at beginning of year** | 3,64,322 | 2,45,501 |
| **Closing Cash & Cash equivalents at end of period** | **2,73,125** | **3,64,321** |
| **Components of cash and cash equivalents** | | |
| Cash on hand | 7,785 | 9,421 |
| Balances with scheduled banks: | | |
| - In current accounts | 2,65,339 | 3,54,900 |
| - In deposit accounts with original maturity less than 3 months | - | - |
| **Total Cash and cash equivalents** | **2,73,125** | **3,64,322** |

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 | 1 |
| Notes forming part of financial statements | 2 - 31 |

As per our report of even date attached

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

H.G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

**Hasmukhbhai G. Sarvaiya**
Prop. Membership No: 045038

Place : Mumbai
Date : 21.5.25

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

**Rajesh R. Pawar**
Whole Time Director
DIN-00232533

**Feroza J. Panday**
Director
DIN-00232812

**Muralidharan P. Pisharam**
Chief Financial Officer

**Shruti P. Dalia**
Company Secretary
Membership No. A 34427

**KRATOS ENERGY & INFRASTUCTURE LIMITED**
CIN-L40102MH1979PLC021614

**Statement of Changes in Equity for the year ended March 31, 2025**

**A. Equity Share Capital** **(Amount in Rs.)**

| Equity shares of INR 10 each issues, subscribed and fully paid | No. of Shares | Amount |
|---|---|---|
| As at April 1, 2023 | 10,00,000 | 1,00,00,000 |
| Increase/(decrease) during the year | - | - |
| As at March 31, 2024 | 10,00,000 | 1,00,00,000 |
| Increase/(decrease) during the year | - | - |
| As at March 31, 2025 | 10,00,000 | 1,00,00,000 |

**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, 2023** | 2,10,85,973 | 2,10,72,203 | - | 4,21,58,176 |
| Profit / ( Loss ) for the year | - | (95,00,699) | - | (95,00,699) |
| Other Comprehensive Income for the year | - | - | - | - |
| **Total Comprehensive Income for the year** | - | (95,00,699) | - | (95,00,699) |
| **Balance as on March 31, 2024** | **2,10,85,973** | **1,15,71,504** | - | **3,26,57,477** |
| Profit / ( Loss ) for the period | - | (6,72,89,457) | - | (6,72,89,457) |
| Other Comprehensive Income for the year | - | - | - | - |
| **Total Comprehensive Loss for the year** | - | (6,72,89,457) | - | (6,72,89,457) |
| **Balance as on March 31, 2025** | **2,10,85,973** | **(5,57,17,953)** | - | **(3,46,31,980)** |

| | |
|---|---|
| Significant accounting policies and | 1 |
| 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

H.G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

Place : Mumbai
Date : 21.5.25

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

**Rajesh R. Pawar**
Whole Time Director
DIN-00232533

**Feroza J. Panday**
Director
DIN-00232812

**Muralidharan P. Pisharam**
Chief Financial Officer

**Shruti P. Dalia**
Company Secretary
Membership No. A 34427

**KRATOS ENERGY & INFRASTRUCTURE LIMITED**

**Company Overview**

Kratos Energy & Infrastructure Limited (the 'Company') is a public limited Company domiciled and incorporated in India under the Companies Act. The registered office of the Company is located at 317, Maker Chamber V, 221, Nariman Point, Mumbai, India.

The company's equity shares are listed on BSE Ltd. in India. The Company's main business activity is consultancy in various fields.

**1. Significant Accounting Policies**

**1.1 Basis of preparation of financial statements**

The financial statements have been prepared and presented in accordance with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

**1.2 Current / Non – Current Classification**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out under Ind AS and in the Schedule III to the Act. Based on the nature of the services and their realisation in Cash and Cash Equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current or non-current classification of assets and liabilities.

**1.3**

**a) Property, Plant and Equipment**

**Measurement at recognition:**
An item of property, plant and equipment that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of property, plant and equipment are carried at its cost less accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant and equipment includes taxes, duties, freight and other incidental expenses but net of Cenvat availed.

**Depreciation:**
Depreciation on each part of an item of property, plant and equipment is provided on a pro-rata basis using the Straight Line Method based on the useful life of the asset as estimated by the management and is charged to the statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013. The estimate of the useful life of the assets has been assessed based on technical advice which considers the nature of the asset, the usage of the asset, expected physical wear and tear, and maintenance support, etc.

Kratos Energy and Infrastructure Limited

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

**b) Revenue Recognition**

All income and expenditure have a material bearing on the financial statements and are recognised on accrual.

Operational income represents income earned from activities incidental to the business and is recognised when the right to receive the income is established as per the terms of the contract.

Interest income on deposits, securities and loans is recognised at the agreed rate on time proportion basis.

Dividend income is recognised when the Company's right to receive payment is established.

During the earlier periods, the Company has undertaken Work Contract activities and

Its income are recognized based on actual work completion.

**c) Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Financial Assets**

The Company recognizes a financial asset in its Balance Sheet when it becomes party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit and loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset.

Where the fair value of a financial asset at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognized as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price.

**Financial Liabilities**

The Company recognizes a financial liability in its Balance Sheet when it becomes party to the contractual provisions of the instrument. All financial liabilities are recognized initially at fair value minus, in the case of financial liabilities not recorded at fair value through profit and loss (FVTPL), transaction costs that are attributable to the acquisition of the financial liability.

Where the fair value of a financial liability at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognised as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price.

**d) Fair Value**

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Kratos Energy and Infrastructure Limited

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

**e) Investment**

Investments that is intended to be held for more than a year from the date of acquisition are classified as long term investment and are carried at cost less any provision for permanent diminution in value. On disposal of investment, the difference between its carrying and net disposal proceeds is charged or credited to the statement of profit and loss.

**f) Provisions and Contingent Liabilities**

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

**g) Income Taxes**
**Current Taxes**

Income tax expense for the year comprises of current tax and deferred tax. Income Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

Current tax is the expected tax payable/receivable on the taxable income/ loss for the year using applicable tax rates at the Balance Sheet date, or Minimum Alternate Tax payable / receivable using applicable rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Management periodically evaluates positions taken in tax return with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate

**Deferred Taxes**

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding tax base used for computation of taxable Income.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity).

Kratos Energy and Infrastructure Limited

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

**h) Employee Benefits**

**Short-term employee benefits**
Employee benefits payable wholly within twelve months of availing employee service are classified as short-term employee benefits. This benefit includes salaries and wages, bonus and ex- gratia. The undiscounted amount of short-term employee benefits to be paid in exchange of employees' services are recognised in the period in which the employee renders the related service.

No Provision for retirement benefits as required by the Accounting Standard to be made by the Company.

**i) Earnings per share (EPS)**
In determining Earnings per Share, the Company considers net profit after tax and includes post tax effect of any exceptional item. Number of shares used in computing basic earnings per share is the weighted average number of the shares, excluding the shares owned by the Trust, outstanding during the period. Dilutive earning per share is computed and disclosed after adjusting effect of all dilutive potential equity shares, if any except when result will be anti - dilutive. Dilutive potential equity Shares are deemed converted as at the beginning of the period, unless issued at a later date.

**j) Provisions, contingent liabilities and contingent assets**
The Company creates a provision where there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent Assets are disclosed only when an inflow of economic benefit is probable.

**k) Cash and cash equivalents**
Cash and cash equivalents comprise cash and cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

Kratos Energy and Infrastructure Limited

**KRATOS ENERGY & INFRASTUCTURE LIMITED**
**CIN-L40102MH1979PLC021614**

**Statement of Changes in Equity for the year ended March 31, 2025**

**A. Equity Share Capital** **(Amount in Rs.)**

| Equity shares of INR 10 each issues, subscribed and fully paid | No. of Shares | Amount |
|---|---|---|
| As at April 1, 2023 | 10,00,000 | 1,00,00,000 |
| Increase/(decrease) during the year | - | - |
| As at March 31, 2024 | 10,00,000 | 1,00,00,000 |
| Increase/(decrease) during the year | - | - |
| As at March 31, 2025 | 10,00,000 | 1,00,00,000 |

**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, 2023** | 2,10,85,973 | 2,10,72,203 | - | 4,21,58,176 |
| Profit / ( Loss ) for the year | - | (95,00,699) | - | (95,00,699) |
| Other Comprehensive Income for the year | - | - | - | - |
| **Total Comprehensive Income for the year** | - | (95,00,699) | - | (95,00,699) |
| **Balance as on March 31, 2024** | **2,10,85,973** | **1,15,71,504** | **-** | **3,26,57,477** |
| Profit / ( Loss ) for the period | - | (6,72,89,457) | - | (6,72,89,457) |
| Other Comprehensive Income for the year | - | - | - | - |
| **Total Comprehensive Loss for the year** | - | (6,72,89,457) | - | (6,72,89,457) |
| **Balance as on March 31, 2025** | **2,10,85,973** | **(5,57,17,953)** | **-** | **(3,46,31,980)** |

| | |
|---|---|
| Significant accounting policies and | 1 |
| Notes forming part of financial statements | 2 - 29 |

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

Place : Mumbai
Date : 21-5-25

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

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

**Rajesh R. Pawar**
Whole Time Director
DIN-00232533

**Feroza J. Panday**
Director
DIN-00232812

**Muralidharan P. Pisharam**
Chief Financial Officer

**Shruti P. Dalia**
Company Secretary
Membership No. A 34427

**KRATOS ENERGY & INFRASTUCTURE LIMITED**
**CIN-L40102MH1979PLC021614**

**Notes to the financial statement for the year ended March 31, 2025**

**Note - 2 Property, Plant And Equipment** **(Amount in Rs.)**

| Particulars | Gross carrying value | | | | Depreciation / Amortisation | | | | Net carrying value | |
|---|---|---|---|---|---|---|---|---|---|---|
| | As at 01.04.24 | Additions during the period | Deductions/ Adjustments | As at 31.03.25 | As at 01.04.24 | Additions during the year | Deductions/ Adjustments | As at 31.03.25 | As at 31.03.25 | As at 31.03.24 |
| **Tangible Assets** | | | | | | | | | | |
| Computers | 1,45,641 | - | - | 1,45,641 | 1,36,556 | - | - | 1,36,556 | 9,085 | 9,085 |
| Office Equipment | 1,41,536 | - | - | 1,41,536 | 67,023 | - | - | 67,023 | 74,513 | 74,513 |
| Furniture and Fixture | 6,13,512 | - | - | 6,13,512 | 2,89,396 | 55,088 | - | 3,44,484 | 2,69,028 | 3,24,116 |
| Air Conditioner | 2,95,710 | - | - | 2,95,710 | 1,47,228 | 25,632 | - | 1,72,860 | 1,22,850 | 1,48,482 |
| Mobile Handset | 90,541 | - | - | 90,541 | 84,736 | - | - | 84,736 | 5,805 | 5,805 |
| Printer | 33,500 | - | - | 33,500 | 31,824 | - | - | 31,824 | 1,676 | 1,676 |
| **TOTAL** | **13,20,440** | **-** | **-** | **13,20,440** | **7,56,763** | **80,720** | **-** | **8,37,483** | **4,82,957** | **5,63,677** |
| Previous Year | 13,20,440 | - | - | 13,20,440 | 5,72,737 | 95,960 | - | 6,68,697 | 6,51,743 | |

Kratos Energy and Infrastructure Limited

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

## KRATOS ENERGY & INFRASTRUCTURE LIMITED
**CIN-L40102MH1979PLC021614**

**Notes to the financial statement for the year ended March 31, 2025**

**Note - 3 Non-Current Investments** (Amount in Rs.)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Investments in Equity Instruments and Mutual Fund :** | | |
| 8,55,000 ( 31 March 2024 : 8,55,000 ) Equity Shares of El Dorado Guarantee Ltd of the face value of Rs. 10/- each | 1 | 1 |
| | **1** | **1** |
| **Aggregate amount of unquoted investments** | **1** | **1** |

**Note - 4 Other Financial Assets** (Amount in Rs.)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Unsecured -Considered Good** | | |
| Deposit with National Stock Exchange | - | 1,95,43,251 |
| Deposit for Office Premises | 25,000 | 25,000 |
| Other Deposits | 68,82,885 | 68,82,885 |
| | **69,07,885** | **2,64,51,136** |

**Note - 5 Other Non - Current Assets** ( Amount in Rs. )

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Unsecured - Considered Good** | | |
| Other Assets | 1,01,044 | 1,01,044 |
| | **1,01,044** | **1,01,044** |

**Note -6 Deferred tax asset ( Net )** ( Amount in Rs. )

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| On Account on Timming Difference of Depreciation on Fixed Assests | 31,374 | 56,516 |
| | **31,374** | **56,516** |

Kratos Energy and Infrastructure Limited

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

**KRATOS ENERGY & INFRASTRUCTURE LIMITED**
**CIN-L40102MH1979PLC021614**

**Notes to the financial statement for the year ended March 31, 2025**

**Note -7 Cash and cash equivalents** (Amount in Rs.)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Balance with Bank in Current accounts | 2,65,339 | 3,54,899 |
| Cash in Hand | 7,785 | 9,421 |
| | **2,73,125** | **3,64,321** |

**Note -8 Other Current Assets** (Amount in Rs.)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Balance with Government Authorities | 35,71,487 | 28,62,386 |
| Advance receivable in cash or kind or for value to be received | 3,44,07,884 | 3,44,07,884 |
| | **3,79,79,371** | **3,72,70,270** |

Kratos Energy and Infrastructure Limited

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

## KRATOS ENERGY & INFRASTRUCTURE LIMITED
**CIN-L40102MH1979PLC021614**

**Notes to the financial statement for the year ended March 31, 2025**

**Note - 9 Equity share capital** (Amount in Rs.)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Equity share capital** | | |
| **Authorised :** | | |
| 50,00,000 (50,00,000), Equity Shares of Rs. 10 each | 5,00,00,000 | 5,00,00,000 |
| | 5,00,00,000 | 5,00,00,000 |
| **Issued, Subscribed and paid up** | | |
| 10,00,000 (10,00,000) Equity Shares of Rs. 10 each fully paid up | 1,00,00,000 | 1,00,00,000 |
| | **1,00,00,000** | **1,00,00,000** |

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

**Equity shares**

| Particulars | As at March 31 2025 | | As at March 31,2024 | |
|---|---|---|---|---|
| | No. of Shares | % | No. of Shares | % |
| Eldorado Guarantee Ltd | 4,90,051 | 49.01 | 4,90,051 | 49.01 |

**C. Reconciliation of Equity Shares outstanding**

| Particulars | As at March 31 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | No. of Shares | Rs. | No. of Shares | Rs. |
| Shares outstanding at the beginning of the year | 10,00,000 | 1,00,00,000 | 10,00,000 | 1,00,00,000 |
| Add/Less : Issued/ Buy Back | - | - | - | - |
| Shares outstanding at the end of the year | 10,00,000 | 1,00,00,000 | 10,00,000 | 1,00,00,000 |

**D. Details of Share's held by promoters as at 31 March, 2025**

| Particulars | As at March 31 2025 | | Percentage ( % ) of |
|---|---|---|---|
| | No of Shares | % | Changes during the year |
| Eldorado Guarantee Ltd | 4,90,051 | 49.01 | |

**Note - 10 Other Equity** (Amount in Rs.)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **General Reserve** | | |
| Opening balance | 2,10,85,973 | 2,10,85,973 |
| Addition / transfers during the year | - | - |
| Closing balance | 2,10,85,973 | 2,10,85,973 |
| **Retained Earnings** | | |
| Opening balance | 1,15,71,504 | 2,10,72,204 |
| Add : Net Profit ( Loss ) for the current year | -6,72,89,457 | -95,00,700 |
| | -5,57,17,953 | 1,15,71,504 |
| | **-3,46,31,980** | **3,26,57,477** |

Kratos Energy and Infrastructure Limited

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

**KRATOS ENERGY & INFRASTRUCTURE LIMITED**
**CIN-L40102MH1979PLC021614**

**Notes to the financial statement for the year ended March 31, 2025**

**Note - 11 Borrowings** (Amount in Rs.)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Inter - Corporate Loans ( Unsecured ) | 5,53,00,000 | 1,20,00,000 |
| | **5,53,00,000** | **1,20,00,000** |

**Note - 12 Trade payables** (Amount in Rs.)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Due to Micro and small enterprises | - | - |
| Due to other than Micro and small enterprises | 17,75,294 | 17,74,094 |
| | **17,75,294** | **17,74,094** |

| Ageing of Trade Payables | | |
|---|---|---|
| Less then 3 months | 31,800 | - |
| More then 3 months but less then 6 months | - | - |
| More then 1 year but less then 2 years | 6,494 | 17,74,094 |
| More then 2 years but less then 3 years | 17,37,000 | - |

**Note - 13 Other Current Liabilities** (Amount in Rs.)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Statutory dues payable | 7,33,832 | 7,26,832 |
| Interest on Loans & Advances | 42,17,407 | 40,04,366 |
| Other Liabilities | 83,81,204 | 36,44,196 |
| | **1,33,32,443** | **83,75,394** |

Kratos Energy and Infrastructure Limited

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

## KRATOS ENERGY & INFRASTRUCTURE LIMITED
**CIN-L40102MH1979PLC021614**

**Notes to the financial statement for the year ended March 31, 2025**

**Note - 14 Revenue from operations** (Amount in Rs.)

| Particulars | For the year ended March 31 , 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Consultancy charges (Net of taxes) | - | - |
| | - | - |

**Note - 15 Other Income** (Amount in Rs.)

| Particulars | For the year ended March 31 , 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Interest income on | | |
| -Fixed Deposit | - | - |
| -Income Tax Refund | - | 4,560 |
| Miscellaneous Income | - | 677 |
| | - | 5,237 |

**Note - 16 Employee Benefits Expense** (Amount in Rs.)

| Particulars | For the year ended March 31 , 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Salaries and allowances to staff | - | - |
| | - | - |

**Note - 17 Finance Costs** (Amount in Rs.)

| Particulars | For the year ended March 31 , 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Iinterest paid on Loans & Advances | 2,13,041 | 44,49,296 |
| | 2,13,041 | 44,49,296 |

Kratos Energy and Infrastructure Limited

H. G. SARVAIYA & CO. Chartered Accountants MUMBAI 045038 115705W

**KRATOS ENERGY & INFRASTRUCTURE LIMITED**
**CIN-L40102MH1979PLC021614**

**Notes to the financial statement for the year ended March 31, 2025**

**Note - 18 Other Expenses** **(Amount in Rs.)**

| Particulars | For the year ended March 31 , 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **Payment to Auditors** | | |
| - Audit Fees | 30,000 | 30,000 |
| - Limited Review Report | 12,000 | 24,000 |
| -Tax Audit Fees | - | - |
| -Certification and other services | - | - |
| Professional and Consultancy fees | 36,62,730 | 42,65,885 |
| **Repairs and Maintenance charges** | | |
| -Repair to Machinery | - | - |
| -Repair to Building | - | - |
| -Repair to Others | - | 5,411 |
| Listing fees | 3,25,000 | 3,25,000 |
| Electricity expenses | 35,950 | 77,180 |
| Printing and Stationery expenses | 2,400 | 100 |
| Postage and Telephone expenses | 5,179 | 31,457 |
| NSE Charges Written Off | 51,43,251 | - |
| Miscellaneous expense | 54,044 | 2,02,411 |
| | **92,70,554** | **49,61,444** |

**Note - 19 Extraordinary Items** **(Amount in Rs.)**

| Particulars | For the year ended March 31 , 2025 | For the year ended March 31, 2024 |
|---|---|---|
| SEBI Penalty and Outstanding Fees | 5,77,00,000 | - |
| | **5,77,00,000** | **-** |

Kratos Energy and Infrastructure Limited

H. G. SARVAIYA & CO. Chartered Accountants MUMBAI 045038 115705W

**KRATOS ENERGY & INFRASTRUCTURE LIMITED**
**CIN-L40102MH1979PLC021614**

**Notes to the financial statement for the year ended March 31, 2025**

**Note - 20**
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 - 21 Earnings per share**

| Particulars | March 31, 2025 | March 31, 2024 |
|---|---|---|
| a) Profit after tax as per Statement of Profit and Loss ( Rs. ) | -6,72,89,457 | -95,00,700 |
| 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 ) | -67.29 | -9.50 |

**Note - 22**

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

**Note - 23**
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 - 24 Commitments and Contingencies**
Upon the death of the promotor Mr. Bimal Gandhi on 08-06-2001 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 busuness 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. 6.08 Crores ( Comprising of Rs. 1,48,14,580/- as the principal and Rs. 4,60,39,986/- as the interest ). The Company has vehemently contested the same on various counts before SEBI and the Hon'ble Securities Appeliate 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 of the balance amount would remain stayed till next date of hearing. Subsequently the Hon'ble Supreme Court passed an order dated 15-10-2024 directing the Company to pay an amount of Rs. 4.33 Crores to SEBI and NSE to pay the balance lying with them which amounted to Rs. 1.44 Crores to SEBI on behalf of the Company . The Company has paid the amounts due to SEBI amounting to Rs. 4.33 Crores and NSE paid Rs.1.44 Crores ( as per NSE books ) to SEBI on behalf of the Company. .SEBI has issued no dues certificate dated 12-12-2024 to the Company and has closed the Case As per Company's books balance recoverable from NSE amounted to Rs..1.95 Crores and after payment of Rs 1.44 Crores by NSE to SEBI the balance of Rs. 51.43 Lacs has been written off by the Company as back charges claimed by NSE which was never informed by NSE to the Company.

The Company is undergoing PPIRP process vide petition filed with NCLT Mumbai dated 27th September, 2023 . The Resolution Plan was submitted by the Company along with strategic Investor M/s Lord's Mark Industries Limited , the NCLT admitted the application on 1st February 2024 and appointed Mr. Amit Poddar as Resolution Professional ( RP ) / Insolvancy Professional ( IP ) in the matter. The plan was approved by Commitee of Creditors ( COC ) on 27th April, 2024 and submitted by RP on 1st May, 2024 to the NCLT. The NCLT case is in progress.

**Note - 25**
During the current year 2024 - 25 the company has applied to ROC for addition in its main business activity. Currently company's main business activity is consultancy in various fields The company has proposed following additions in its main business activity:.

1. To carry on business as manufacturers , producers , processors , printers, binders, packers, dealers, importers, exporters, stockiest, agents, brokers, traders and retailers of all kinds, varieties and dimension of paper and packages, board, sheets, forms, packing materials, stationery of all kinds including computer continuous stationery , goods and articles made fully or partly of paper for domestic, household, educational, commercial , industrial, government or public use.

2. (i) To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceuticals products, medicines, drugs , IVD kits, API , Medtech, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations , vaccines , chemical products diagnostics and dry salters also to engage in business of health cares, life sciences, research and devdlopment, contract manufacturing in India and/ or abroad.

(ii) To manufacture , formulate , process, develop, refine, import , export , wholesale and/or retail trade in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and tinctures extracts and to carry on the business of vialling , bottling , repacking, processing of tablets, capsules , surups, injections, ointments, etc. and also to carry on the business of chemists, druggists, buyers , sellers, agents, distributors and stockist of all kinds of pharnaceuticals and allied products.

Kratos Energy and Infrastructure Limited

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

**KRATOS ENERGY & INFRASTRUCTURE LIMITED**
**CIN-L40102MH1979PLC021614**

**Notes to the financial statement for the year ended March 31, 2025**

**Note - 25 ( Continued )**

3. To carry on in India or abroad the business of manufacturer , traders, dealers, distributors, exporters and importers of all kinds, types, variety and specification of LED Lights , LED Lamps, LED Tube Lights, LED Down Lights, LED Panel Lights, LED Strip Lights, LED Multi Book Lights, LED Track Lights, Industrial Lighting like LED Moisture Proof Lights, LED Flood/ Beam Lights, Hibay LED Tunnel Lights, LED Industrial Lights, LED Portable Lights, LED Corn Lights, Outdoor Lighting like Street Lights, LED Garden Lights Black/ White, LED Garden / Wall Lights and Parking Lights.

4. To carry on in India or abroad the business to manufacture , supply, installation and Commissioning of all firefighting equipment and passive fire protection material, solar and LED products , all types of Lithium Ferro Phosphate and Lithium ion batteries, all kinds, types and design of E-vehicles including E-Rickshaw, E Loader, E-Bike and E-Bus.

**Note - 26 Events occurring after Balance Sheet date**

**Change of Name :**

Registrar of Companies vide its Certificate of Incorporation pursuant to change of Name dated 02-05-2025 has approved the change of name of the company from KRATOS ENERGY & INFRASTRUCTURE LIMITED to LORDS MARK INDIA LIMITED.

**NCLT Progress**

NCLT case is in progress and the Hon'ble Tribunal has reserved it's order for approval of terms of the proposed Reverse Merger.

**Attachment of Bank Accounts by SEBI and release thereof :**

SEBI vide its Attachment proceeding No. 9678 & 9680 of 2023 , certificate No. 2719 of 2020 had issued notice to attach bank accounts of the Company.

SEBI vide its .Release Order No. RRD-1/849/2719/2020 has released the attached Bank Accounts.Demat Accounts and Mutual Fund Folios of the Company

**Note -27 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.

Kratos Energy and Infrastructure Limited

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

**KRATOS ENERGY & INFRASTRUCTURE LIMITED**
**CIN-L40102MH1979PLC021614**

**Notes to the financial statement for the year ended March 31, 2025**
**Note - 28**
Related party transactions pursuant to Ind AS - 24

**a) Related Parties:**
Mr Rajesh Pawar ( Whole Time Director )
Mr. Muralidharan Pisharam ( Chief Financial Officer )
Mr. Nikhil Pandey - ( Director ) Appointed w.e.f 10-04-2024
Mr. Niket Naik ( Independent Director )
Mrs Feroza Panday ( Director )
Mrs. Prerana Joshi - Resigned on 28-08-2024 ( Company Secretary )
Mrs. Shruti P. Dalia - Appointed on 05-09-2024 ( Company Secretary )

**( Amount in Rs.)**

| Nature Of Transaction | Year 2024 - 2025 | Year 2023 - 2024 |
|---|---|---|
| **b) Nature Of Transaction during the year**<br>**1) Remumeration to Directors / Key Managerial Personnel**<br>**Key Managerial Personnel** | Nil | Nil |

**NOTE - 29**
a) The Company does not have any trasactions 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 yeaar or preceeding financial year
e) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statuory 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 beneficiarirs.
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.

Significant accounting policies and
Notes forming part of financial statements

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

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

Place : Mumbai
Date : 21.5.25

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

**Rajesh R. Pawar**
Whole Time Director
DIN-00232533

**Feroza J. Panday**
Director
DIN-00232812

**Muralidharan P. Pisharam**
Chief Financial Officer

**Shruti P. Dalia**
Company Secretary
Membership No. A 34427

KRATOS ENERGY & INFRASTRUCTURE LIMITED
CIN-L40102MH1979PLC021614

**Notes to the Financial Statements for the year ended 31st March, 2025**

**NOTE - 30 Ratio analysis and its elements**

| Sr. No. | Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 Audited | Variation % | Reason for variation / Remarks |
|---|---|---|---|---|---|
| i | Debt-to-Equity (D/E) Ratio (in times) (Total Debt (Long term +Short term including current maturity)/Total Shareholders' Equity) | -2.25 | 0.28 | -898.07 | Reduction in Total Share Holders Equity |
| ii | Debt service coverage ratio (in times) {(Profit after tax+ depreciation+ interest on term loan) /(Interest on term loan + Long term principal repayment amount payable during the next period)}" | -1.21 | -0.30 | 299.97 | Due to Increase in ( Loss ) in Net Profit during the year. |
| iii | **Current ratio (in times)** Current Assets/ Current Liabilities | 0.54 | 1.70 | -68.02 | Due to Increase in Current Liabilities |
| iv | **Debtors turnover (in times)** [Net Credit Sales / Average Accounts Receivable { (Closing Accounts Receivable + Opening Accounts Receivable)/2}] | - | - | - | N.A |
| v | **Inventory turnover (in times)** [Revenue from operation / Average Inventory { (Closing Inventory + Opening Inventory)/2}] | - | - | - | N.A |
| vi | **Net profit margin (%)** (Net Profit after tax/ Total Revenue from Operation ) | - | - | - | No revenue from operations |
| vii | **Return on equity ratio (%)** (Net profit after tax/Average shareholder equity) | 968.78 | -25.32 | -3926.15 | Due to Increase in Net Loss during the year. |
| viii | **Trade Payable turnover ratio in % (in times)** Net credit purchase/average trade payable | 0.00 | 0.00 | - | N.A |
| ix | **Net capital Turnover ratio (%)** Net annual sale/working capital | 0.00 | 0.00 | 0.00 | No revenue from operations |
| x | **Return on capital employed (%) Earning before interest and tax/(Tangible net worth + total debt + deferred tax liability)** | 37.96 | -11.80 | -421.73 | Due to Increase in Net Loss during the year. |
| xi | **Return on investment (%) Net income (PAT)/cost of investment (total assets)** | -20.89 | -14.62 | 42.91 | Due to Increase in Net Loss during the year. |

Kratos Energy and Infrastructure Limited

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

**KRATOS ENERGY & INFRASTRUCTURE LIMITED**

CIN-L40102MH1979PLC021614

**GROUPING FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2025**

**Non - current assets**

**Financial assets** ( in Rs. )

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| **NOTE 3** | | |
| **INVESTMENTS IN EQUITY INSTRUMENTS** | | |
| Equity shares of - El Dorado Guarantee Ltd | 1 | 1 |
| **TOTAL** | **1** | **1** |

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| **NOTE 4** | | |
| **OTHER FINANCIAL ASSETS** | | |
| National Stock Exchange | - | 1,95,43,251 |
| Other Assets - Brooklyn Hills & Properties Pvt Ltd | 68,82,885 | 68,82,885 |
| Security Deposit - Vardhaman Chanbers premises | 25,000 | 25,000 |
| **TOTAL** | **69,07,885** | **2,64,51,136** |

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| **NOTE 5** | | |
| **Other Non - Cvurrent Assets** | | |
| Advance Paid Against Recovery ( SEBI ) | 1,01,044 | 1,01,044 |
| **TOTAL** | 1,01,044 | 1,01,044 |

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

KRATOS ENERGY & INFRASTRUCTURE LIMITED
GROUPING FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2025

NOTE 6 ( in Rs. )

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| **DEFERRED TAX ASSETS ( NET )** | | |
| On account of diff in depreciation allowance | 31,374 | 56,516 |
| **TOTAL** | 31,374 | 56,516 |

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| **NOTE 7** | | |
| **CASH AND CASH EQUIVALENTS** | | |
| **Petty Cash on Hand** | 7,785 | 9,421 |
| **Balances in Current Account** | | |
| Axis bank Ltd - A/c No. 233010200021401 | 82 | 82 |
| HDFC BANK LTD - A/c No. 00602560014542 | 1,63,784 | 2,53,344 |
| CANARA BANK A/C NO. 50371010004264 | 10,186 | 10,186 |
| RBL Bank A/c No. 409000891704 | 91,287 | 91,287 |
| **TOTAL** | **2,73,125** | **3,64,321** |

H. G. SARVAIYA & CO. MUMBAI 045038 115705W Chartered Accountants

GROUPING FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2025

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| **NOTE 8** | | |
| **OTHER CURRENT ASSETS** | | |
| **Balance with Government Authorities** | | |
| GST - MAHA - 27 | 17,07,292 | 9,98,190 |
| GST - ODISHA-21 | 18,64,195 | 18,64,195 |
| | - | - |
| **TOTAL** | **35,71,487** | **28,62,386** |
| | | |
| **Advances receivable in Cash or kind or for value to be received** | | |
| DEFERRED REVENUE EXPENDITURE | - | - |
| PREPAID EXPENSES | - | - |
| AMOHA TRADERS PVT LTD | 1,20,00,000 | 1,20,00,000 |
| ARMA FINANCIAL SERVICES LTD | 4,00,000 | 4,00,000 |
| BLOOMHILL ENERGY & INFRATECH PVT LTD | 3,13,000 | 3,13,000 |
| MANIPAL ACADEMY OF HEALTH & EDUCATION PVT LTD | - | - |
| LAKSHMI VIJAYAM INVESTMENTS PVT LTD | 2,16,94,884 | 2,16,94,884 |
| **TOTAL** | **3,44,07,884** | **3,44,07,884** |
| | **3,79,79,371** | **3,72,70,270** |

H. G. SARVAIYA & CO. Chartered Accountants MUMBAI 045038 115705W

KRATOS ENERGY & INFRASTRUCTURE LIMITED
CIN-L40102MH1979PLC021614

GROUPING FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2025

( in Rs. )

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| **NOTE 9** | | |
| **EQUITY SHARE CAPITAL** | | |
| **Issued, Subscribed and paid up** | | |
| **10,00,000 Equity Shares of Rs. 10 each fully paid up** | 1,00,00,000 | 1,00,00,000 |
| **TOTAL** | **1,00,00,000** | **1,00,00,000** |
| | | |
| **NOTE - 10** | | |
| **Other Equity :** | | |
| **Surplus (deficit) in the statement of profit and loss** | | |
| Opening balance | 1,15,71,504 | 2,10,72,204 |
| Add : Net Profit ( Loss ) for the current year | -6,72,89,457 | -95,00,700 |
| **TOTAL** | -5,57,17,953 | 1,15,71,504 |
| **General Reserve** | | |
| Opening balance | 2,10,85,973 | 2,10,85,973 |
| Addition / transfers during the year | - | - |
| **TOTAL** | 2,10,85,973 | 2,10,85,973 |
| **TOTAL** | **-3,46,31,980** | **3,26,57,477** |

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| **NOTE - 11** | | |
| **BORROWINGS** | | |
| **Inter Corporate Loans ( Unsecured )** | 5,53,00,000.00 | 1,20,00,000.00 |
| **TOTAL** | 5,53,00,000.00 | 1,20,00,000.00 |

H. G. SARVAIYA & CO. ★ Chartered Accountants ★ MUMBAI 045038 115705W

KRATOS ENERGY & INFRASTRUCTURE LIMITED
CIN-L40102MH1979PLC021614

GROUPING FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2025

( in Rs. )

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| **NOTE - 12** | | |
| **Current liabilities** | | |
| **Trade payables** | | |
| **Due to Micro and small enterprises** | | |
| **Other than Micro and small enterprises** | 17,49,494 | 17,44,094 |
| **TOTAL** | 17,49,494 | 17,44,094 |
| **Creditors for Expenses** | | |
| Professional Fees Payable | - | - |
| Audit fees payable | 25,800 | 30,000 |
| **TOTAL** | 25,800 | 30,000 |
| **TOTAL** | **17,75,294** | **17,74,094** |

| Particulars | As at 31st March, 2025 | As a3 31st March, 2024 |
|---|---|---|
| **NOTE - 13** | | |
| **Current liabilities** | | |
| **Other liabilities** | | |
| **Satutory dues payable** | | |
| Professional Tax payable | 19,025 | 19,025 |
| TDS on Audit Fees | 4,200 | 5,400 |
| TDS Out of Professional fees | 1,83,200 | 1,75,000 |
| TDS on Interest Payble | 4,44,930 | 4,44,930 |
| GST KARNATAKA ( Net ) | 82,477 | 82,477 |
| **TOTAL** | **7,33,832** | **7,26,832** |
| **NOTE - 13** | | |
| **Other Paybles** | | |
| Interest on Loans and Advances | **42,17,407** | **40,04,366** |
| **NOTE - 13** | | |
| **Other liabilities - Others** | | |
| Canos Trading Pvt Ltd | 79,49,484 | 36,44,196 |
| Financial Mindss | 4,31,720 | - |
| | **83,81,204** | **36,44,196** |
| **TOTAL** | **1,33,32,443** | **83,75,394** |

| Particulars | Period 2024 - 2025 | Period 2023 - 2024 |
|---|---|---|
| **NOTE - 14** | | |
| **Revenue from operations** | | |
| Consultancy charges ( excluding taxes ) | - | - |
| **TOTAL** | - | - |

H. G. SARVAIYA & CO. Chartered Accountants MUMBAI 045038 115705W

**KRATOS ENERGY & INFRASTRUCTURE LIMITED**
**CIN-L40102MH1979PLC021614**

**GROUPING FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2025**

( in Rs. )

| Particulars | Period 2024 - 2025 | Period 2023 - 2024 |
|---|---|---|
| **NOTE - 15** | | |
| **Other Income :** | | |
| **Interest Received** | | |
| Interest Received on Income Tax Refund | - | 4,560 |
| | - | 4,560 |
| Miscellaneous Income | - | 677 |
| **TOTAL** | **-** | **5,237** |

| NOTE - 16 | Period 2024 - 2025 | Period 2023 - 2024 |
|---|---|---|
| **Employee benefits expense** | | |
| **Salaries and allowances** | | |
| Salaries and Wages | - | - |
| | - | - |
| Staff Welfare Expenses | - | - |
| **TOTAL** | **-** | **-** |

| NOTE - 17 | Period 2024 - 2025 | Period 2023 - 2024 |
|---|---|---|
| **Finance Costs** | | |
| Interest paid on Loans & Advances | 2,13,041 | 44,49,296 |
| **TOTAL** | **2,13,041** | **44,49,296** |

H. G. SARVAIYA & CO. Chartered Accountants MUMBAI 045038 115705W

**KRATOS ENERGY & INFRASTRUCTURE LIMITED**
**CIN-L40102MH1979PLC021614**

**GROUPING FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2025** ( in Rs. )

| Particulars | Period 2024 - 2025 | Period 2023 - 2024 |
|---|---|---|
| **NOTE - 18** | | |
| **Other Expenses :** | | |
| Audit Fees | 30,000 | 30,000 |
| Professional fees paid | 36,62,730 | 42,65,885 |
| Repairs and Maintenance charges | - | 5,411 |
| Listing fees | 3,25,000 | 3,25,000 |
| Electricity expenses | 35,950 | 77,180 |
| Printing and Stationery expenses | 2,400 | 100 |
| Postage and Telephone expense | 5,179 | 31,457 |
| Auditors Remuneration | 12,000 | 24,000 |
| NSE Charges Written Off | 51,43,251 | - |
| Miscellaneous expense | 54,044 | 2,02,411 |
| **TOTAL** | **92,70,554** | **49,61,443** |

| Note - 18 | Period 2024 - 2025 | Period 2023 - 2024 |
|---|---|---|
| **Miscellaneous expense** | | |
| Custody fees paid | 9,000 | 18,000 |
| Advertisement expenses | - | 22,228 |
| Bank charges | - | - |
| Demat expenses | - | - |
| E-TDS Charges | 236 | 227 |
| ROC filing fees | 4,200 | 7,800 |
| Society maintenance charges | 31,707 | 1,26,828 |
| Miscellaneous Expense | - | 3,076 |
| Empanelment Fees | 5,900 | - |
| E-Voting Charges | - | 10,000 |
| Conveyance Expenses | - | 556 |
| AGM Expenses | 3,000 | 5,535 |
| E.G.M Expenses | - | 400 |
| Interest on delayed GST Payment | - | 7,609 |
| **TOTAL** | **54,043** | **2,02,259** |

| NOTE - 19 | Period 2024 - 2025 | Period 2023 - 2024 |
|---|---|---|
| **Extraordinary Items** | | |
| SEBI Penalty and Outstanding Fees Paid | 5,77,00,000 | - |
| **TOTAL** | **5,77,00,000** | **-** |

H. G. SARVAIYA & CO. Chartered Accountants MUMBAI 045038 115705W