

Date: 31.08.2021

To,
The Bombay Stock Exchange Limited (BSE Ltd)
Listing /Compliance Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

BSE Scrip Code: 540144

Dear Sir/Madam,

Sub: Intimation of Changes in the Notice of the 12th Annual general meeting for E voting instruction kit.

This is to inform you that there are some changes in the instruction of E voting mentioned in the Notice of the 12th Annual General Meeting to be held on 30th September, 2021.

Further, we are enclosing Notice with all the necessary changes required in the instruction of E voting for the upcoming Annual General Meeting.

This is for your reference.

For DRA Consultants Limited




Ankita Daga

(Company Secretary & Compliance Officer)

NOTICE

Notice is hereby given that **12th Annual General Meeting** of the members of **M/s. DRA Consultants Limited** will be held on **Thursday, 30th September, 2021** at 10.00 A.M. at the registered office of the Company situated at Plot No. 58, Ingole Nagar, Wardha Road, Nagpur- 440005 MH to transact 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, 2021, together with Reports of the Board of Directors and the Auditors thereon.
2. To appoint Mr. Dinesh Rathi as, a Director, who retires by rotation and being eligible offer himself for re-appointment.
3. To appoint M/s. K N D & Associates, Chartered Accountants, Nagpur as the Statutory Auditors of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications, or re - enactments thereof for the time being in force), M/s. K N D & Associates, Chartered Accountants, (ICAI Firm Registration no. 112180W) be and are hereby appointed as the Statutory Auditor of the Company for a term of five consecutive years to hold office from the conclusion of this 12th Annual General Meeting till the conclusion of 17th Annual General Meeting, at such remuneration plus out-of pocket expenses and applicable taxes, as may be fixed by the Board of Directors of the Company.”

Special Business:

4. **To re-appoint Mr. Dinesh Rathi, as Managing Director of the Company.**

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

“RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and such other approvals, as may be necessary, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Dinesh Rathi (DIN: 01516715), as the Managing Director of the Company on existing terms and conditions for a further period of Five years with effect from 01st October, 2021 to 30th September, 2026, whose office would be liable to retire by rotation, if required.

RESOLVED THAT the terms of re-appointment, remuneration including perquisites payable to Mr. Dinesh Rathi, as Managing Director, shall be as under:

A. **Period:** 5 years from 01st October, 2021 to 30th September, 2026.

B. **Salary:** Rs. 150,000/- p.m. inclusive of all perquisites with effect from 01st October, 2021.

C. Overall Remuneration

The aggregate of salary and perquisites in any financial year shall not exceed the limits specified by the provisions of the Companies Act, 2013, read with Schedule V to the said Act as may for the time being, be in force.

D. Minimum Remuneration

In the event of loss or inadequacy of profits, the Executive Director shall be paid the same salary as mentioned in above and he shall also continue to enjoy all the perquisites as mentioned in above.

RESOLVED FURTHER THAT the Board of Directors of the Company including Board delegated Committee(s) thereof be and they are hereby authorized to alter and vary terms and conditions of appointment and/or remuneration subject to the provisions of Section 197 any other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company including Board delegated Committee(s) thereof be and they are hereby authorized to do or cause to be done in the name and at the cost of the Company all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution.”

5. Appointment of Mr. Anish Narendra Nashine (DIN: 09289733) as a Non-Executive Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Anish Narendra Nashine (DIN : 09289733) a non-executive Director of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for a term commencing from 30th September,2021 till the Annual General Meeting held for the calendar year 2026 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

6. Change in designation of Mr. Aditya Dinesh Rathi (DIN 08012021) from Non-Executive Director to Executive Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Articles of Association of the Company read with Section 152, 196 & 197 of the Companies Act, 2013 and all other applicable (Including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made there under, approval of the members of the company be and is hereby accorded to the change in designation of Mr. Aditya Dinesh Rathi (DIN 08012021) from Non- Executive Director to Executive Director of the company, liable to retire by rotation, effective from 01st October, 2021, as well as the payment of salary, (hereinafter referred to as "remuneration") of Rs. 30,000/- (Rupees Thirty Thousand only) per month.

"RESOLVED FURTHER THAT the above remuneration to be paid to Mr. Aditya Dinesh Rathi, shall be subject to the overall maximum managerial remuneration ceiling as per the provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time."

"RESOLVED FURTHER THAT Mr. Dinesh Rathi , Managing Director of the Company or any Director of the Company be and are hereby jointly and/or severally authorised to file the necessary e-forms with Registrar of Companies, Mumbai Maharashtra and to do all such acts and deeds as may be required to give effect to the above resolution."

Registered Office:

Plot No. 58, Ingle Nagar,
Wardha Road, Nagpur- 440005,
Maharashtra, India

**By order of the Board
For DRA CONSULTANTS LIMITED**

SD/-

Dinesh Rathi
Managing Director
01516715

Place: Nagpur

Date: 30th August 2021

NOTES

1. The **Register of Members and the Share Transfer Books** of the Company will remain **closed from Friday the 24th September 2021 to Thursday the 30th September, 2021** (both days inclusive) in connection with this AGM.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF, SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceed fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Member holding more than 10% of the total share capital of the Company is entitled to appoint a single proxy, who cannot

- be proxy of any other member.
3. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
During the period beginning 24 hours before the time fixed of the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of the notice in writing is given to the Company.
 4. The relevant explanatory statement pursuant to Sec.102 of the Companies Act, 2013 is annexed hereto.
 5. Members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.
 6. In case of jointholders attending the meeting only such joint holder who is higher in the order of name will be entitled to vote.
 7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
 8. The Securities and Exchange of India (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 accounts. Members holding shares in physical form can submit their PAN details to the RTA.
 9. Electronic copy of the Full Version of the notice of this AGM are being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes These members are requested to register their e-mail ids with the DP/RTA/Company. Full version of the Notice of this AGM is also available on the Company's website viz., www.dra.net.in/.Further in view of the CoVID-19 pandemic, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and had provided relaxations to AGMs of companies thereby dispensing with the requirement of printing and dispatch of annual reports to shareholders.
 10. **Electronic Voting(e-Voting)**
Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on the Resolution set forth in the Notice convening this AGM. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. The Company has engaged the services of National Securities Depository Limited (NSDL) for this purpose.

The instructions for shareholders voting electronically are as under:

- The remote e-voting period begins on on **27.09.2021 at 09.00 a.m. and ends on 29.09.2021 at 05.00 p.m.** 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. 23.09.2021**, 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, **23.09.2021**.

- The shareholders are requested to follow the below mentioned procedure to e-vote:

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 Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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

	<p>wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

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

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open

the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period..
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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 kunaldutt9@gmail.com with a copy marked to evoting@nsdl.co.in.
- 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.
- 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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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

- 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 cs@dra.net.in.
- 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 cs@dra.net.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
- Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- 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.
- Mr. Kunal Dutt, Practicing Company Secretary, (C.P.No.10188) Email id: kunaldutt9@gmail.com Mobile no. 8446459870 has been appointed as the Scrutinizer to scrutinize the e-voting as well as physical ballot process in a fair and transparent manner.
- The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e- voting period unblock the votes in the presence of atleast two (2) witnesses not in the employment of the company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the company.

- The result shall be declared after remote E-voting and physical ballot after the AGM of the Company and the resolutions will be deemed to be passed on the date of AGM of the Company subject to the receipt of requisite number of votes in favour of the resolution. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dra.net.in and on the website of NSDL and communicated to the Stock Exchange.
- Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 23.09.2021 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 23.09.2021 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 a.m. to 06.30 p.m.) Monday to Friday, except Holidays, upto and including the date of the Annual General Meeting of the Company.
- Shareholders seeking any information with regard to accounts are requested to write to the Company well in advance so as to enable the Management to reply.
- M/s. Bigshare Services Private Limited, Mumbai are the Registrars & Share Transfer Agents for dealing with electronic form of equity shares of the Company. The ISIN Code allotted to the Company is INR000001385.
- Shareholders/Proxies/Authorised Representatives are requested to affix their signatures at the space provided on the Attendance Slip and surrender the same at the AGM venue.
- Members/Proxies/Authorised Representatives are requested to bring the copy of the AGM Notice.

Registered Office:

Plot No. 58, Ingole Nagar,
Wardha Road, Nagpur- 440005,
Maharashtra, India

**By order of the Board
For DRA CONSULTANTS LIMITED**

SD/-

Dinesh Rathi
Managing Director
01516715

Place: Nagpur

Date: 30th August, 2021

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

In conformity with the provisions of Section 102 of the Companies Act, 2013 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the following Explanatory Statement and annexure thereto setting out all material facts relating to the Special Businesses mentioned in the accompanying Notice, should be taken as forming part of this Notice.

ITEM NO. 4:

Mr. Dinesh Rathi, is the promoter and Managing Director of the company. He has been appointed as the director since 2009 and designated as a Managing Director of the company with effect from July 02, 2016. Mr. Dinesh Rathi, is an Engineer and is a member of Institute of Cost Accountant of India. He has guided the Company in growth to emerge as a leading consultant Company. He possesses valuable experience in this Industry of more than 25 years. Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Dinesh Rathi, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting has approved the re-appointment of Mr. Dinesh Rathi, Managing Director, subject to the approval of shareholders, as set out in the resolution being item no. 4 of the accompanying notice w.e.f. 01st October, 2021, the reappointment of Mr. Dinesh Rathi, as Managing Director was on the existing terms and conditions including remuneration as Managing Director of the Company.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mr. Dinesh Rathi, Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 4 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:-

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.

The Nomination and Remuneration Committee at its meeting held on 10th August, 2021 has approved the above remuneration payable to Mr. Dinesh Rathi, Managing Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

Except the change above, all other terms and conditions of his appointment as Managing Director of the Company as approved by the members of the Company shall remain unchanged.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of Members.

None of the Directors and/or Key Managerial personnel of the company and their relatives, except Mr. Dinesh Rathi (Managing Director), Mrs. Uma Rathi (Executive Director), Ms. Siddhi Rathi (Non- Executive Director), and Mr. Aditya Rathi (Non-Executive Director) are in any way concerned or interested in the proposed appointment of Mr. Dinesh Rathi as Managing Director of the company.

The Board commends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for the approval by the Members.

ITEM No. 5

The Company has received notice in writing from a member proposing the candidature of Mr. Anish Narendra Nashine (DIN : 09289733) as Independent Director of the Company. The appointment of Mr. Anish Narendra Nashine as Independent Director is for a period of five years commencing from the ensuing Annual General Meeting till the Annual General Meeting held for the calendar year 2026. Mr. Anish Narendra Nashine, has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Mr. Anish Narendra Nashine fulfills the conditions specified in the Act and the rules framed thereunder for appointment as Independent Director and he is independent of the management. In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 the appointment of Mr. Anish Narendra Nashine as Independent Directors is now being placed before the Members for their approval.

All the relevant documents of the appointment of Mr. Anish Narendra Nashine as Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company between 10:00 am to 1:00 pm on all working days, (Monday to Friday) except Saturdays, Sundays and holidays upto the date of Annual General Meeting and the same shall be available at the time of Annual General Meeting.

A brief profile of the Independent Director to be appointed is given below:

Mr. Anish Narendra Nashine is a Bachelor of Engineer (Civil) from VNIT, Nagpur having around 25 years' experience in the field of Construction and civil engineering.

None of the Directors and/or Key Managerial personnel of the company and their relatives are in any way concerned or interested in the proposed appointment of Mr. Anish Narendra Nashine as Independent Director of the company.

The Directors recommend the aforesaid resolution for the approval by the members as Ordinary Resolution.

ITEM NO. 6

The members are apprised that Mr. Aditya Rathi was appointed as Non-Executive Director of the Company. Over the period he has acquired knowledge and technical skills in various projects including the Technical and Engineering Consultancy Services for Utilities like treatment for cement Plant of CG Cement at Sardeba Palpa Nepal and Pre-Clinkration and post- Clinkration of Jaykay Cem (central) Ltd. Plant at Panna, (MP).

The Nomination & Remuneration Committee and the Board of Directors in its respective meetings held are of the opinion that his active association with the company as an Executive Director would be in the interest of the company. In this regard, the committee & the Board has proposed to appoint him as Executive Director of the company at a fixed remuneration of Rs. 30000/- (Rupees Thirty Thousand only) per month. The appointment of Mr. Aditya Rathi as such shall take effect from 01st Day of October, 2021 and requires the approval of the Shareholders of the company by way of Special Resolution passed in the general meeting as per the provisions of section 152, 196, 197 and other applicable provisions, if any, of the Companies Act, 2013. Based on the recommendation of the Nomination & Remuneration Committee & the Board, the matter is recommended to the shareholders for their approval for change in designation of Mr. Aditya Rathi from Non-Executive Director to Executive Director of the company at a fixed remuneration of Rs. 30000/- (Rupees Thirty Thousand only) per month.

None of the Directors and/or Key Managerial personnel of the company and their relatives, except Mr. Dinesh Rathi (Managing Director), Mrs. Uma Rathi (Executive Director), Ms. Siddhi Rathi (Non- Executive Director), are in any way concerned or interested in the proposed appointment of Mr. Aditya Rathi as Executive Director of the company.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

ANNEXURE TO NOTICE

Details of the Director Seeking re-appointment at the 12th Annual general Meeting.

ANNEXURE OF ITEM NO : 02

ANNEXURE TO AGM NOTICE

The Statement of disclosures pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is as under:

Name of the Director	Mr. Dinesh Rathi	Mr. Aditya Rathi	Mr. Anish Narendra Nashine
Date of Birth	26 th January, 1967	02 th April, 1999	10 th May, 1967
Qualification	B.E (Industrial), ICWAI	B.E (Mechanical)	B.E (Civil) VNIT, Nagpur
Brief Resume of the Director	Financial Engineer having more than 25 years of experience in the field of Water supply and Sewerage. He has expertise in the Financial Structuring, reviewing and assessing the PPP project structure, risk and financing options of the project. He has expertise in Establishing project financial management system; Preparing financial management guidelines and operating instructions, preparing financial and accounts manuals, and other related financial documentation; He is also an expert in undertaking financial viability analysis.	B.E (Mechanical) has acquired knowledge and technical skills in various projects including the Technical and Engineering Consultancy Services for Utilities like treatment for cement Plant of CG Cement at Sardeba Palpa Nepal and Pre-Clinkration and post- Clinkration of Jaykay Cem (central) Ltd. Plant at Panna, (MP)	Over 25 years' experience in the fields of Construction and Civil Engineering
Expertise in Specific Functional Area	Developing performance based contracts on different model at water management projects in all cities. Contract management and Performance Monitoring of	C++, AutoCAD along with skills and knowledge of designing of compressed air and water supply system of a	Construction and Civil Engineering

	the contractor. Training, Project Completion and Progress Report. PPP modality & its implementation. Bid documents on PPP mode. Prevailing models of PPP & its implementation in the project. Bid Evaluation and contract formulation	Cement Plant.	
Date of 1 st Appointment in the current designation	05.05.2009	12.12.2017	----
Shareholding in the Company (No. of Shares)	7929900	NIL	NIL
Directorships	<ul style="list-style-type: none"> • Dental Imaging Centre Pvt Ltd • RCR Engineering And Investments Pvt Ltd 	RCR Engineering And Investments Pvt Ltd	NIL
Memberships/Chairmanship of Committee of Other Companies	NIL	NIL	NIL
Inter-se relationship between Directors and other KMP's	Mrs. Uma Rathi – Wife Ms. Siddhi Rathi- Daughter Mr. Aditya Rathi-Son	Mr. Dinesh Rathi- Father Mrs. Uma Rathi – Mother Ms. Siddhi Rathi- Sister	NIL
Remuneration Last Drawn	Rs. 11,29,000/-	NIL	NIL

PROXY FORM

[Pursuant to section 115(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

DRA CONSULTANTS LIMITED

CIN: L93090MH2009PLC192183

Regd Office Add: Plot No. 58, Ingole Nagar, Wardha Road, Nagpur- 440005, MH, India

12th ANNUAL GENERAL MEETING, THURSDAY, 30th SEPTEMBER, 2021 AT 10.00 A.M.:

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client ID: DP ID:

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

1. Name:.....Address.....
.....Email ID.....
Signature..... or failing him;
2. Name:.....Address.....
.....Email ID.....
Signature..... or failing him;
3. Name:.....Address.....
.....Email ID.....
Signature..... or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual general meeting of the company, to be held on **Thursday the 30th day of September, 2021 At 10 a.m.** at the Registered Office of the Company situated at Nagpur and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional*	
		For	Against
ORDINARY BUSINESS:			
1	Adoption of Financial Statements for the year ended 31st March, 2021.		
2	Re-Appointment of Mr. Dinesh Rathi, who retires by rotation and being eligible, seeks re-appointment.		
3	Appointment Statutory Auditors.		
SPECIAL BUSINESS			
4.	Re-appointment of Dinesh Rathi as Managing Director		
5.	Re-appointment of Mr. Jeetendra Chandrakant Nayak as the independent Director of the Company		
6.	Change in the Designation of Mr. Aditya rathi from Non-Executive to Executive Director		

Signed this..... day of..... 20....

Signature of shareholder.....

Signature of Proxy holder(s).....

Revenue
Stamp of Re. 1/-

NOTES :

- **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
- * It is optional to put a 'Tick' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' Column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

ATTENDANCE SLIP

CIN: L93090MH2009PLC192183

12th ANNUAL GENERAL MEETING, Thursday, 30th September, 2021 AT 10.00 A.M.:

REGISTERED FOLIO NO. /DP ID NO./CLIENT ID NO.:	NO. OF SHARES HELD

I/we certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my/our presence at the 12th Annual General Meeting of the Company, at the registered Office of the Company Plot No. 58, Ingole Nagar, Wardha Road, Nagpur- 440005, MH, India, on Thursday, 30th day of September, 2021 at 10 A.M.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note:

Please fill up the attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the meeting.

**Form MGT 12
Polling Paper**

[Pursuant to section 119(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: DRA Consultants Limited
Registered Office: No. 58, Ingole Nagar, Wardha Road, Nagpur- 440005, MH, India
CIN: L93090MH2009PLC192183

BALLOT PAPER

S No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	Receive, consider and adopt the Audited financial statements of the Company for the Financial Year ended 31st March, 2021, together with Reports of the Board of Directors and the Auditors thereon.			
2.	Appoint Mr. Dinesh Rathi as, a Director, who retires by rotation and being eligible offer himself for re-appointment			
3.	To appoint M/s. K N D & Associates, Chartered Accountants, Nagpur as the Statutory Auditors of the Company.			
4.	To Re-appointment of Dinesh Rathi as Managing Director of the Company.			

	To Re-appointment of Mr. Jeetendra Chandrakant Nayak as the independent Director of the Company.			
6.	Change in designation of Mr. Aditya Dinesh Rathi (DIN 08012021) from Non-Executive Director to Executive Director of the Company			

Place: Nagpur
Date: 30.09.2021

Signature of the Shareholder _____

ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING:

Landmark: Nagpur International Airport and Hotel Pride.

Distance of 1.7 Km from Dr. Babasaheb Ambedkar International Airport, Nagpur and Distance of 550 meters from the Pride Hotel, Wardha Road Nagpur.

