ANNEXURE INDEX

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ANNEXURE-1

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	U93090MH2009PLC192183
ii)	Registration Date	05/05/2009
iii	Name of the Company	DRA CONSULTANTS LIMITED
iv)	Category / Sub-Category of the Company	Company - Limited by Shares & having Share Capital
v)	Address of the Registered office and contact det ails	PLOT NO. 58, INGOLE NAGAR, WARDHA RC NAGPUR MH 440005 IN Tel. No. 0712-3027575, Fax: 0712-3027527 E-mail: investors@dineshrathi.com
vi)	Whether listed company Yes / No	Yes: Shares listed on BSE SME Platform
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	BIGSHARES SERVICES PRIVATE LIMITED Add: E2, ansa Industrial Estate, Sakivihar Road Sakinaka, Andheri (E), Mumbai 400072. Tel.: 022 4043 0200 Fax: 022 2847 5207

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main Products/Services	NIC Code of the Product/Service	% to Total Turnover of the Company
1	Management consultancy activities	70200	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES NIL

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares Held	Applicable Section
None					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promotors									
1	Indian									
a)	Individual/Huf	0	1000	1000	100	8009998	0	8009998	73.017	-26.98
b)	Central Govt.	0	0	0	0	0	0	0	0	0
c)	State Govt.(s)	0	0	0	0	0	0	0	0	0
d)	Bodies Corp.	0	0	0	0	0	0	0	0	0
e)	Banks/F.I.	0	0	0	0	0	0	0	0	0
f)	Any Others	0	0	0	0	0	0	0	0	0
	Sub-Total (A) (1): -	0	1000	1000	100	8009998	0	8009998	73.017	-26.98
2	Foreign									
a)	NRIs- Individuals	0	0	0	0	0	0	0	0	0
b)	Other- Individuals	0	0	0	0	0	0	0	0	0
c)	Bodies Corp.	0	0	0	0	0	0	0	0	0
d)	Banks/F.I.	0	0	0	0	0	0	0	0	0
e)	Any Others	0	0	0	0	0	0	0	0	0
	Sub-Total (A) (2): -	0	0	0	0	0	0	0	0	0
Total Sharehol ding of Promotor (A)=(A)(1)+(B)(2)		0	1000	1000	100	8009998	0	8009998	73.017	-26.98
B.	Public Shareholding									

1	Institutions									
a)	Mutual Funds	0	0	0	0	0	0	0	0	0
b)	Banks/F.I.	0	0	0	0	0	0	0	0	0
c)	Central Govt.	0	0	0	0	0	0	0	0	0
d)	State Govt.(s)	0	0	0	0	0	0	0	0	0
e)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
f)	Insurance Companies	0	0	0	0	0	0	0	0	0
g)	FIIs	0	0	0	0	0	0	0	0	0
h)	Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i)	Others (Specify)	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(1): -	0	0	0	0	0	0	0	0	0
2	Non-Institutions	0	0	0	0	0	0	0	0	0
a)	Bodies Corp.									
i)	Indian	0	0	0	0	130000	0	130000	1.19	1.19
ii)	Overseas	0	0	0	0	0	0	0	0	0
b)	Individuals									
	Individual Shareholders holding nominal share capital :									
i)	upto Rs. 2 Lakh	0	0	0	0	1670001	1	1670002	15.22	15.22
ii)	in excess of Rs. 2 Lakh	0	0	0	0	1120000	0	1120000	10.21	10.21
c)	Others (Specify)	0	0	0	0	0	0	0	0	0
	Non Resident Indians	0	0	0	0	10000	0	10000	0.09	0.09
	Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
	Foreign Nationals	0	0	0	0	0	0	0	0	0
	Clearing Members	0	0	0	0	30000	0	30000	0.27	0.27
	Trusts	0	0	0	0	0	0	0	0	0
	Foreign Bodies- D R	0	0	0	0	0	0	0	0	0
	Non resident Indian Non Repatriable	0	0	0	0	0	0	0	0	0
	Sub-Total(B)(2): -	0	0	0	0	2960001	1	2960002	26.98	26.98
	Total Public Shareholding (B)=(B)(1)+(B)(2)	0	0	0	0	0	0	0	0	0
C.	Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
	Grand Total (A+B+C)	0	1000	1000	100	10969999	1	10970000	100	0

(ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Share holding at the beginning of the year			Share holding at the end of the year			% Change in share holding during the year
		No. of Shares of Rs. 100/- each	% of total Shares of the Company	% of Shares Pledged/Encumbered to total Shares	No. of Shares of Rs. 10/- each	% of total Shares of the Company	% of Shares Pledged/Encumbered to total Shares	
1	Mr. Dinesh Chhaganlal Rathi	990	99	0	7929900	72.29	0	-26.71
2	Mrs. Uma Dinesh Rathi	10	1	0	80095	0.73	0	-0.27
3	Mrs. Ramkali Chhaganlal Rathi	0	0	0	1	0.00	0	0
4	Mrs. Tulsibai Bhagwatdas Bhutda	0	0	0	1	0.00	0	0
5	Ms. Siddhi Dinesh Rathi	0	0	0	1	0.00	0	0
	TOTAL	1000	100	0	8009998	73.02	0	100

(iii) Š ƒ • ‰ ‡ ‹ • ” ‘ • ‘ – ‡ ” • olding of (please specify, if there is no change)

*Note :

1. Pursuant to the resolution passed by the shareholders on 25.06.2016, the Company subdivided its Equity Shares from Face Value of Rs. 100 each to Face Value of Rs. 10 each.

2. The Company made bonus issue of 80,00,000 Equity shares of Rs. 10 each in the ratio of 8 Equity shares for every 1 Equity Share. Pursuant to the bonus issue the paid up share capital of Company stood at Rs. 8,01,00,000/-

3. The Company made an IPO of 2960000 equity shares of Rs. 10 each comprising Rs. 2,96,00,000 on BSE SME Paltform. As on 31.03.2017 the paid up share capital of the company stood at Rs. 10,97,00,000/-

Sr. No.	Name of the Promoters	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Shares of the Company	No. of Shares	% of Shares of the Company
1	Mr. Dinesh Chhaganlal Rathi				
	At the beginning of the year	990	99	9900	99

	Bonus issue on 04.07.2016	7920000	99	7929900	99
	At the End of the year	7929900	72.29	7929900	72.29
2	Mrs. Uma Dinesh Rathi				
	At the beginning of the year	10	1	100	1
	Bonus issue on 04.07.2016	80000	1	80100	1
	Transfer of Shares on 09.07.2016	-5	0	80095	1.00
	At the End of the year	80095	0.73	80095	0.73
3	Mrs. Ramkali Chhaganlal Rathi				
	At the beginning of the year	0	0	0	0
	Shares received through transfer on 09.07.2016	1	0	1	0
	At the End of the year	1	0	1	0
4	Mrs. Tulsibai Bhagwatdas Bhutda				
	At the beginning of the year	0	0	0	0
	Shares received through transfer on 09.07.2016	1	0	1	0
	At the End of the year	1	0	1	0
5	Ms. Siddhi Dinesh Rathi				
	At the beginning of the year	0	0	0	0
	Shares received through transfer on 09.07.2016	1	0	1	0
	At the End of the year	1	0	1	0

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	Name of Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during t he year	
		No. of Shares	% of Shares of the Company	No. of Shares	% of Shares of the Company
1	Mr. Arun Kapoor Folio No. Client ID:IN30254010007510				
	At the beginning of the year	0	0	0	0
	Transaction during the year (purchase or sale)	120000	1.09	120000	1.09
	At the End of the year	120000	1.09	120000	1.09
2	Mr. Anup Manilal Shah Folio No. Client ID 1203360000011091				
	At the beginning of the year	0	0	0	0
	Transaction during the year (purchase or sale)	100000	0.91	100000	0.91
	At the End of the year	100000	0.91	100000	0.91
3	Mr. Ajay Bhaskar Folio No. Client ID IN30095810264882				
	At the beginning of the year	0	0	0	0
	Transaction during the year (purchase or sale)	70000	0.63	70000	0.63
	At the End ofthe year	70000	0.63	70000	0.63
4	Mr. Jatin Ramesh Bheda Folio No. Client ID 1203360000008460				
	At the beginning of the year	0	0	0	0
	Transaction during the year (purchase or sale)	60000	0.54	60000	0.54
	At the End of the year	60000	0.54	60000	0.54
5	Ms. Usha Gupta Folio No. Client ID IN30327010343656				
	At the beginning of the year	0	0	0	0

	Transaction during the year (purchase or sale)	50000	0.45	50000	0.45
	At the End of the year	50000	0.45	50000	0.45
6	Ajay Bhaskar (HUF) Folio No. Client ID 1203360000068174				
	At the beginning of the year	0	0	0	0
	Transaction during the year (purchase or sale)	50000	0.45	50000	0.45
	At the End of the year	50000	0.45	50000	0.45
7	Ms. Sushila Zaverchand Shah Folio No. Client ID 1203360000014979				
	At the beginning of the year	0	0	0	0
	Transaction during the year (purchase or sale)	50000	0.45	50000	0.45
	At the End of the year	50000	0.45	50000	0.45
8	Atithi Dealers Private Limite d Folio No. Client ID 1205930000010206				
	At the beginning of the year	0	0	0	0
	Transaction during the year (purchase or sale)	50000	0.45	50000	0.45
	At the End of the year	50000	0.45	50000	0.45
9	Mrs. Padma Bhandari Folio No. Client ID : IN30160410042983				
	At the beginning of the year	0	0	0	0
	Transaction during the year (purchase or sale)	50000	0.45	50000	0.45
	At the End of the year	50000	0.45	50000	0.45
10	Mr. Sanjay kumar Sarawagi Folio No. Client ID: IN30246110012890				
	At the beginning of the year	0	0	0	0

	Transaction during the year (purchase or sale)	40000	0.36	40000	0.36
	At the End of the year	40000	0.36	40000	0.36

(v) Shareholding of Directors and Key Managerial Personnel : -

Sr. No.	Name of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Shares of the Company	No. of Shares	% of Shares of the Company
1	Mr. Dinesh Chhaganlal Rathi : Managing Director				
	At the beginning of the year	990	99	9900	99
	Bonus issue on 04.07.2016	7920000	99	7929900	99
	At the End of the year	7920000	72.29	7929900	72.29
2	Mrs. Uma Dinesh Rathi: Executive Director				
	At the beginning of the year	10	1	10	1
	Bonus issue on 04.07.2016	80000	1	80000	1
	Transfer of Shares on 09.07.2016	-5	0	-5	0
	At the End of the year	80095	0.73	80095	0.73
3	Ms. Siddhi Dinesh Rathi: Non-Executive Director				
	At the beginning of the year	0	0	0	0
	Shares received through transfer on 09.07.2016	1	0	1	0
	At the End of the year	1	0	1	0
4	Mr. Jeetendra Chandrakant Nayak: Independent Director :				
	At the beginning of the year	0	0	0	0
	Increase/ Decrease during the period	0	0	0	0
	At the End of the year	0	0	0	0
5	Mr. Parvin Dattatraya Chipde: Independent Director				
	At the beginning of the year	0	0	0	0
	Increase/ Decrease during the period	0	0	0	0
	At the End of the year	0	0	0	0
6	Ms. Kiran Selukar: Chief Financial				

	Officer				
	At the beginning of the year	0	0	0	0
	Increase/ Decrease during the period	0	0	0	0
	At the End of the year	0	0	0	0
7	Ms. Ankita Navneet Daga: Company Secretary & Compliance Officer				
	At the beginning of the year	0	0	0	0
	Increase/ Decrease during the period	0	0	0	0
	At the End of the year	0	0	0	0

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

		Secured loan excluding deposits	Unsecured loan	Deposits	Total Indebtedness
	Indebtedness at the beginning of the financial year				
i)	Principal Amount	0.00	0.00	0.00	0.00
ii)	Interest due but not Paid	0.00	0.00	0.00	0.00
iii)	Interest accrued but not due	0.00	0.00	0.00	0.00
	Total (i+ii+iii)	0.00	0.00	0.00	0.00
	Change in Indebtedness during the financial year				
	* Addition	1518939.37	0.00	0.00	1518939.37
	* Reduction	0.00	0.00	0.00	0.00
	Net Change	1518939.37	0.00	0.00	1518939.37
	Indebtedness at the end of the financial year				
i)	Principal Amount	1518939.37	0.00	0.00	1518939.37
ii)	Interest due but not Paid	0.00	0.00	0.00	0.00
iii)	Interest accrued but not due	0.00	0.00	0.00	0.00
	Total (i+ii+iii)	1518939.37	0.00	0.00	1518939.37

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Mr. Dinesh Rathi	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1000000.00	1000000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	0.00	0.00
2	Stock Option	0.00	0.00
3	Sweat Equity	0.00	0.00
4	Commission	0.00	0.00
	-as % of profit		
	- ‘ – Š ‡ ” • á • ’ ‡ … ‹ ˆ › å		
5	Others, please specify	0.00	0.00
	Total (A)	1000000.00	1000000.00
	Ceiling as per the Act	10% of net profits of the Company	

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
3	Independent Directors	Jeetendra Nayak	Pravin Chipde	
	Date of Appointment	25.06.2016	25.08.2016	
	* Fee for attending board committee meetings	0.00	0.00	0.00
	* Commission	0.00	0.00	0.00
	* Others, please specify	0.00	0.00	0.00
	Total (1)	0.00		0.00
4	Other Direct ors	Executive Director	Non- Executive Director	
		Uma Rathi	Siddhi Rathi	
	* Remuneration	800000.00	0.00	
	* Commission	0.00	0.00	
	* Others, please specify	0.00	0.00	
	Total (2)	800000.00	0.00	800000.00
	Total (B)=(1+2)	800000.00	0.00	800000.00
	Total Managerial Remuneration			
	Overall Ceiling as per the Act	1% of net profits of the Company		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ WTD/ MANAGER.

Sr. No.	Particulars of R emuneration		Key Managerial Personnel		
			Company Secretary	CFO	Total
1	Gross salary		Ankita Daga	Kiran Selukar	
	(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	135000.00	159804.00	294804.00
	(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00
	(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	0.00	0.00
2	Stock Option		0.00	0.00	0.00
3	Sweat Equity		0.00	0.00	0.00
4	Commission		0.00	0.00	0.00
	-as % of profit		0.00	0.00	0.00
	- ‘ – Š ‡ ” • á • ’ ‡ … ‹ ˆ › å		0.00	0.00	0.00
5	Others, please specify		0.00	0.00	0.00
	Total		135000.00	159804.00	294804.00

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

	Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A.	COMPANY					
	Penalty	NIL				
	Punishment	NIL				
	Compounding	NIL				
B.	DIRECTORS					
	Penalty	NIL				
	Punishment			NIL		
	Compounding	NIL				
C.	OTHER OFFICERS IN DEFAULT					

	Penalty	NIL
	Punishment	NIL
	Compounding	NIL

For and on behalf of the Board of Directors
For DRA Consultants Limited

Sd/- Sd/-

Dinesh Rathi (Managing Director) (DIN : 02481055)

Uma Rathi (Executive Director) (DIN : 02578611)

Place : Nagpur
Date : 16th August, 2017

ANNEXURE II

PARTICULARS OF EMPLOYEES

Remuneration Paid to Managing Director and Executive Director

Name of the Director And Designation	Remuneration in the F Y.			*Ratio of Remuneration to MRE	Ratio of Remuneration	
	16-17 <in Lakhs	15-16 <in Lakh	% of Increase/decrease from Pre Year		Revenue	Net Profit
Mr. Dinesh Rathi [Managing Director]	10.00	18.00	Decreased	2.47 times	0.0058 times	0.043 times
Mr. Uma Dinesh Rathi [Executive Director]	08.00	12.00	Decreased	1.97 times	0.0046 times	0.034 time

*Median Remuneration Employee

Remuneration to other Key Managerial Personnel (KMP)

Name of the Director And Designation	Remuneration in the F Y.			Ratio of Remuneration to MRE	**Ratio of Remuneration	
	2016-17 in Lakhs	2015-16 in Lakh	% of increase from Pre Year		Revenue	Net Profit
Ms. Kiran Selukar * [Chief Financial Officer]	1.59	1.59	0.00	0.39 Times	Negligible	Negligible
Ms. Ankita Daga**	1.35	-	0.00%	0.33 times	Negligible	Negligible

** Based on annualized salary and rounded off to two decimals

**Ms. Ankita Daga was appointed on 14th July, 2016.

The Median Remuneration of Employees (MRE) was 33,716/-.

1. In the financial year, there was increase of 10.20% in the median remuneration employees.
2. There are 67 permanent Employees on the Rolls of the Company as on 31st March, 2017.
3. Variations in the market capitalization of the Company:

a. The Market Capitalization as on 31st March, 2017 is Rs.50.79 Crores

b. Price earnings ratio of the Company as on 31st March, 2017 is 14.94.

4. Percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer- The closing price of the c‘ • ’ ƒ • › ï • ‡ “ — ‹ – › • Š ƒ ” ‡ • ‘ • st March, 2017 is Rs. 46.3/- representing a 463% of increase over the IPO price of Rs. 10/- per share.
5. The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee. N.A

6. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year N.A. and
7. It is hereby confirmed that the remuneration is as per the remuneration policy of the Company.

For and on behalf of the Board of Directors
For DRA Consultants Limited

	Sd/-	Sd/-
	Dinesh Rathi	Uma Rathi
Place : Nagpur	(Managing Director)	(Executive Director)
Date : 16th August, 2017	(DIN : 02481055)	(DIN : 02578611)

ANNEXURE III
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2017
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,
The Members,
DRA Consultants Limited ,
Plot No. 58, Ingole Nagar,
Wardha Road, Nagpur-440005,
Maharashtra, India

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DRA Consultants Limited Š ‡ ” ‡ ‹ • ƒ ˆ – ‡ ” …ƒ Ž ž ‡ † ó –ä Š ‡ ‡ ò.. ” ‡ – ƒ ” ‹ ƒ Ž Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon. Based on my/our verification of 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 , 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:
A. I, have examined the books, papers, minute books, forms and returns filed and other records maintained by DRA Consultants Limited ò Š ¢ Com ’ ƒ • › ó for the financial year ended 31st March, 2017 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Ac – á s { w x î ï ƒ • † made Š ‡ ” ‡ – Ž ‡ • under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowing.
5. The following Regulations and Guidelines prescribed under the Securities and š … Š ƒ • ‰ ‡ ‘ ƒ ” † ‘ ˆ • † ‹ ƒ …. – á ï s ã { t î

   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, 1992;
   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
   d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

e) 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, 2009; and
h) The Securities and Exchange Board of India (Buyback of Securities) Regulations,1998;

6. Other Laws applicable specifically to the Company, identified and confirmed by the Company and relied upon by me are as under:

a) The Micro, Small and Medium Enterprises Development Act, 2006
b) The Maharashtra Industrial Policy 2013
c) The Competition Act, 2002
d) W ‘ ” • • ‡ • ƒ • ‘ • ’ ‡ • • ƒ – ‹ ‘ • … – á s { t u
e) • ’ Ž ‘ › ‡ ‡ • ƒ ” ‘ ˜ ‹ † ‡ • – — • † • ƒ • † ‹ • … ‡ Ž Ž ƒ • ‡ ‘ — • ” ‘ ˜ ‹ • ‹ ‘ • • … Act)
f) Employees Provident Fund Scheme, 1952
g) • ’ Ž ‘ › ‡ ‡ • – ƒ – ‡ • • — ” ƒ • … ‡ … – á s { v z – Š ‡ ò … – ó
h) ƒ › • ‡ • – ‘ ^ ƒ ‰ ‡ • … – á s { u x ò ƒ ‰ ‡ • … – ó
i) Minimum Wages … – á s { v z ò … – ó
j) Payment of Bonus Act, 1965
k) Maternity Benefit Act, 1961
l) Equal Remuneration Act, 1976
m) Negotiable Instrument, Act, 1881
n) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with SME Platform-Bombay Stock Exchange read with the Securties and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable.

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

I further report that -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking

and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I 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.

I further report that during the audit period under review, the equity shares of the Company were listed on SME platform of BSE Limited by public offer of 2960000 Equity Shares of 10/- each. There were no other specific events / actions having a major bearing on the standards, etc.

FOR KUNAL DUTT & ASSOCIATES

Sd/-

Kunal Dutt
Proprietor
C.P. No F-8831
M.No. 10188

Date: 16th August, 2017
Place: Nagpur

APPENDIX I

To,
The Members,
DRA Consultants Limited ,
Plot No. 58, Ingole Nagar,
Wardha Road, Nagpur-440005,
Maharashtra, India

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

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

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2. I 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 test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriate of financial records and Books of Accounts of the Company.

4. Wherever required, I 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, Standard is the responsibility of Management. My examination was limited to the verification of procedures on test basis.

Disclaimer

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

FOR KUNAL DUTT & ASSOCIATES

Sd/-

Kunal Dutt
Proprietor
C.P. No F-8831
M.No. 10188
Date: 16th August, 2017
Place: Nagpur

ANNEXURE IV

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

A. Conservation of Energy

Conservation of energy, research and development, Technology absorption, foreign exchange earnings and outgo (Particulars pursuant to the Companies (Accounts) Rules, 2014)

A. Conservation of Energy

The company has installed solar panel for generation of energy and hasalso entered into net metering agreement with MAHAHGENCO which results in Conservation of Energy. Further,We have procured various energy saving devices and systems including solar panels, which help in conserving energy. Every effort is made to ensure that energy efficient equipment is used to avoid wastage and conserve energy, as far as possible. Active measures are taken by us towards energy conservation and carbon footprint reduction.

We also undertake continuous education and awareness programs among employees on energy conservation measures that can be adopted at individual levels, to help conserve power and energy. We continue to strengthen our energy conservation efforts. We have continued to maximize the use of energy efficient flat monitors, energy efficient air-conditioning systems.

B. Technology Absorption

Your Company is engaged in the business of rendering services.

C) Foreign exchange Earnings and Outgo -

Sr. No	Particulars	2016-17	2015-16
(i)	Foreign Exchange earned	Nil	Nil
(ii)	Foreign Exchange outgo	Nil	Nil

For and on behalf of the Board of Directors
For DRA Consultants Limited

Sd/-

Dinesh Rathi
(Managing Director)
(DIN : 02481055)

Sd/-

Uma Rathi
(Executive Director)
(DIN : 02578611)

Place : Nagpur
Date : 16th August, 2017

MANAGEMENT DISCUSSION AND ANALYSIS

ORGANIZATION PROFILE

DRA Consultants Limited is engaged mainly in the business of engineering consultancy in India. Your Company is known for technical expertise, reliability and more importantly for providing innovative solutions to the most complicated problems. It is an ISO 9001:2008 certified Company. DRA holds expertise in water supply, wastewater treatment and water monitoring, and provides technical, commercial, legal & financial advisory services across sectors including setting up sustainable water and wastewater tariff and bylaws for Urban Local Bodies Boards. The Company is experienced in project management and holds expertise in accomplishing every task from conceptualization of a project to its commissioning, which also includes Preparation of Master Plans, Feasibility Report, Investment planning, Procurements, Bid preparation, Bid process management, execution planning, Quality assurance plan, cost control, Project schedules, Commissioning, Trial Runs, Performance monitoring etc. DRA has experience in Industrial Utilities and Urban Infrastructure Projects. More than 20,000 million INR worth projects have been—• † ‡ ” – ƒ • ‡ • „ › ›‘ — ” ‘ • ’ ƒ • › ƒ • ò ” ‘ Œ ‡ • … — Ž – ƒƒ • ƒ – ‰ ä ‡ • ‡ • –

Your Company also provides wide range of advisory services in Urban and Industrial sector with specialized expertise in 3R (Reduce Recycle - Reuse), 3P (Public Private - Partnership) & Performance audits apart from other fortes. DRA is a technical service provider in India for conducting Municipal / Industrial / Building Water Audits. The Company has conducted many successful investment grade water audits and energy audits. The water audit project was first in urban sector implemented successfully under National Urban Renewal Mission of Govt. of India. NRW project Š ƒ • „ ‡ ‡ • ‰ ‹ ˜ ‡ • ƒ – ‹ ‘ • ƒ Ž Award from by President of India. Your Company is uniquely placed in advisory services to urban local bodies across India with successful track record of more than 15 years.

One of the signature projects is the 24x7 water supply scheme undertaken by Nagpur Municipal Corporation under the Jawaharlal Nehru National Urban Renewal Mission. The Company has been appointed as consultants for the project from conceptual stage.

SERVICE SECTOR IN INDIA:

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CONSULTANCY SERVICES:

Consultancy services are emerging as one of the fastest growing service segments in India, cutting across different sectors with some overlapping. A large number of consultancy firms and individual consultants are operating in India at various levels across the sectors. Technical consulting constitutes about two-thirds of the total consulting market, while management consulting constitutes about one-third. Technical consulting in India, which mainly consists of engineering consulting, is much

stronger than management consulting in terms of the number of players, consulting capabilities and size of consulting firms.

The Government of India has taken many initiatives to help the consulting industry, including the Marketing Development Assistance and Market Access Initiative schemes; coming out with guidelines on broad policies and procedures for selection, contracting and monitoring of consultants; and initiatives aimed towards capacity development of domestic consultants and sensitization of client organizations. Recent initiatives taken by the government such as Make in India, development of smart cities, skill development, along with the focus on improving industrial policies and procedures, have opened up a plethora of opportunities for consultants. Some of the key areas with enormous potential for Indian consultancy firms include building of urban & transport infrastructure, power generation, renewable energy, electricity transmission & distribution, roads & bridges, water supply & sewerage, IT & telecom, health care and manufacturing.

SWOT ANALYSIS

OPPORTUNITIES AND STRENGTH:

- Experienced Management
- Quality Technical Staff
- Innovative Consulting Services
- Dynamic Sector
- International Projects

WEAKNESSES AND THREATS

- Specialized Manpower requirement
- Delayed payment cycle
- Changes in Government and Tax policies

INTERNAL CONTROLS AND THEIR ADEQUACY

The Company has a robust internal control system and is supervised periodically by competent professional managers. Periodically, the systems are reviewed and aligned to the needs of the growing needs of the Company. Both external and internal auditors, who have access to all records and information about our
‘•’ƒ•›á ”‡‰—Žƒ”Ž› …Š‡…• …‘’ƒ›ï• ‹•–‡”•ƒŽ …‘• management review the Š‡ ‘ƒ”
findings and recommendations of the auditors and take corrective actions wherever necessary. The Board considers risk assessment, identification of mitigating actions and internal control procedure to ensures that business risks are identified, managed and regularly reviewed at all levels and that Directors are periodically apprised of the key risks.

HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS

The Company has recorded higher volumes, operation profit and improved on several operational activities primarily because of the commitment, initiatives and high energy demonstrated by the employees at all levels. Human Capital is the most valuable resource of an organization. Development of human capital has always been the thrust area of the Company. Industrial relations are geared at developing and aligning the operatives to the overall vision of the organization. Your Company takes adequate steps for maintaining

safety and healthy environment for the workers and the Directors place on record their sincere appreciation for the excellent team work with which the workers and the staff of the Company at all levels contribute for the better performance of the Company. The total number of people employed and persons on contracts basis by the Company as on 31-Mar-2017 was 142.

OPERATIONAL PERFORMANCE

Your Company has seen an overall growth in its business during the year. During the F.Y. 2016-17 the Company has achieved a turnover of Rs. 17.06 Crs as against the turnover of Rs. 16.37 Crs in the previous year. Net profit for the F.Y. 2016-17 stood at Rs. 2.29 Crs as against Rs. 2.16 Crs. in F.Y. 2015-16.

DISCLAIMER

Statements in this report on Management Discussion and Analysis, describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand-supply conditions, finished goods prices, raw materials costs and availability, fluctuations in exchange rates, changes in Government regulations and tax structure, economic developments within India and the countries with which the Company has business contacts. The Company assumes no responsibility in respect of the forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events

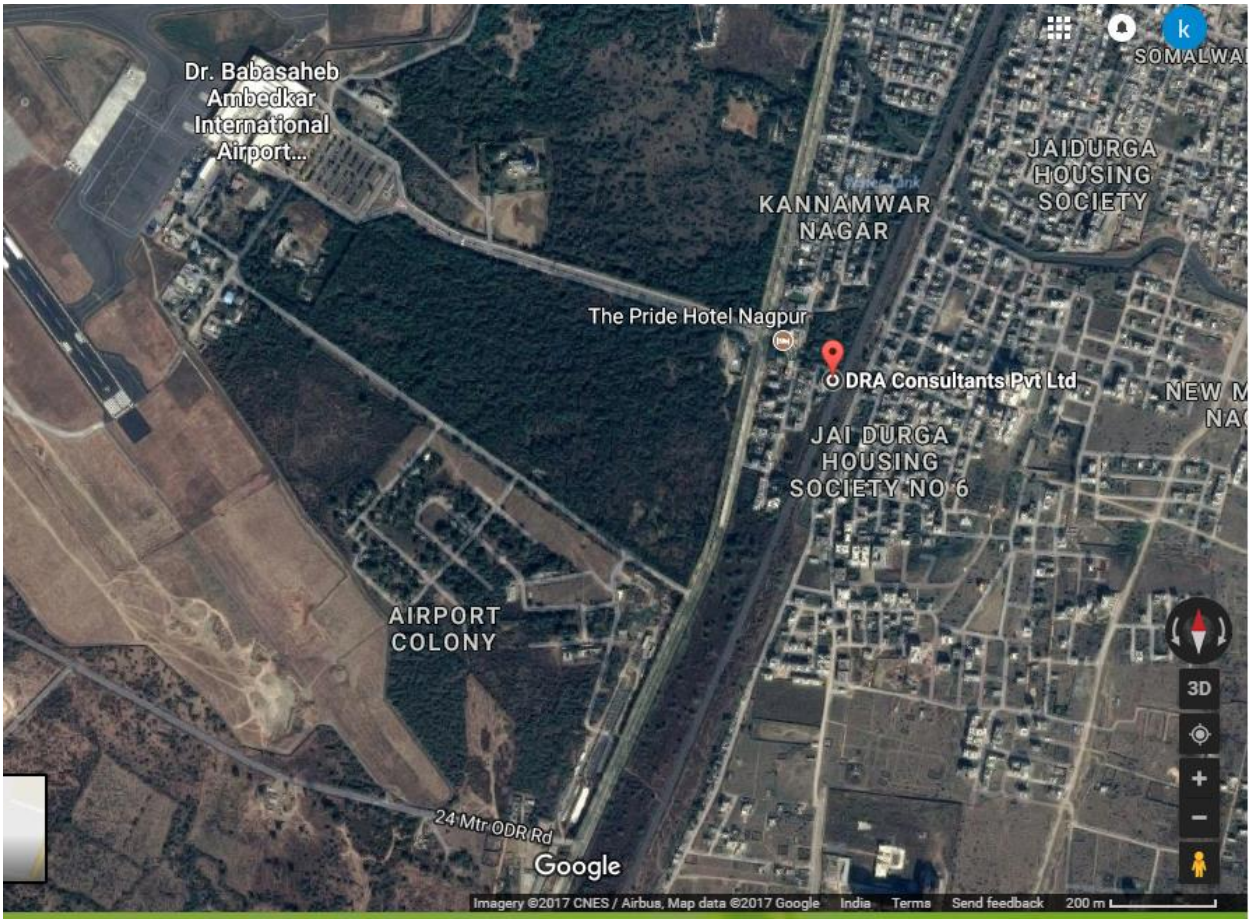
For and on behalf of the Board of Directors
For DRA Consultants Limited

	Sd/-	Sd/-
	Dinesh Rathi	Uma Rathi
Place : Nagpur	(Managing Director)	(Executive Director)
Date : 16th August, 2017	(DIN : 02481055)	(DIN : 02578611)

ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING:

Landmark: Nagpur International Airport and Hote l 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.



PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

DRA CONSULTANTS LIMITED

CIN:U93090MH2009PLC192183

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

8th ANNUAL GENERAL MEETING, FRIDAY, 29th SEPTEMBER, 2017 AT 10.00 A.M.:

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client ID: DPID:

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

1. Name:.....Address.....
   .....Email.....å å å å å å ä å å å å ä å å å å å å å å å
   ....Signature..... or failing him;
2. Name:.....Address.....
   .....å å å å å å å å ä å å ä å å å å å å å å å
   ....Signature.....him or failing
3. Name:.....Address.....
   .....Email å å å å ä å å å å ä å å å å å å å å å
   ....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 8th Annual general meeting of the company, to be held on Friday the 29th day of September, 2017 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, 2017.		
2	‡ æ ’ ’ ‘ ‹ • – • ‡ • – ‘ ^ ” • ä • ƒ ‹ • ‡ • retires by rotation and being eligible, seeks ” ‡ æ ƒ ’ ’ ‘ ‹ • – • ‡ • – ä		
3	Ratification of appointment Statutory Auditors.		

Signed this • å å ä day ‘ ^ å å å å å å å å å ä 2 0 å å ä

Affix Revenue Stamp of Re. 1/-

Signature of shareholder.....

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

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.
- – ‹ • ‘ ’ – ‹ ‘ • ƒ Ž – ‘ ’ — – ƒ ï ‹ … • ï ‹ • – Š ‡ ƒ ’ ’ ” ‘ ’ ” ‹ ƒ – ‡ … ‘ Ž — • • ƒ ‰ ƒ ‹ • • – Š ‡ ‘ š ä ^ › ‘ — Ž ‡ ƒ ˜ ‡ – Š ‡ î ‘ ” ï ‘ ” î ‰ ƒ ‹ • • – ï ‘ Ž — • • „ Ž ƒ • • ƒ ‰ ƒ ‹ • • - proxy will be entitled to vote in the manner as he/she thinks appropriate.

Urban | Water | Efficiency DRA

ATTENDANCE SLIP

CIN: U93090MH2009PLC192183

8th ANNUAL GENERAL MEETING, FRIDAY, 29th SEPTEMBER, 2017 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 8th 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 Friday, 29th day of September, 2017 at 10 A.M.

‡ • „ ‡ ” ï • ” ‘ š › ï • • ƒ • ‡ ‹ • Ž ‘ … • ‡ – – ‡ ” • ‡ • „ ‡ ” ï • ” ‘ š › ï • ‹ ‰ • ƒ – — ” ‡

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.

DRA CONSULTANTS LIMITED
CIN No. U93090MH2009PLC192183
Registered Office: 58, Ingole Nagar, Behind Hotel Pride, Wardha Road, Nagpur – 440 005 [M.S.] India
P : +91-0712-3027575 | F : +91-0712-3027527, | M : +91-9922954932 | e : dra.nagpur@gmail.com | Website : www.dineshrathi.com