

**ANNUAL
REPORT** | **2018-19**

CORPORATE INFORMATION

CIN:

L93090MH2009PLC192183

CHAIRMAN & MANAGING DIRECTOR:

Mr. Dinesh Chhaganlal Rathi

INDEPENDENT DIRECTOR:

Mr. Jeetendra Chandrakant Nayak

Mr. Manavendra Jaypal

EXECUTIVE DIRECTOR:

Mrs. Uma Dinesh Rathi

Ms. Siddhi Dinesh Rathi

NON- EXECUTIVE DIRECTOR:

Mr. Aditya Dinesh Rathi

CHIEF FINANCIAL OFFICER:

Ms. Satya Iyer

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Ankita Navneet Daga

BANKER:

ICICI Bank Limited,
Nagpur

AUDITORS:**STATUTORY AUDITOR:**

Amit Gharlute & Co.

Chartered Accountants, Nagpur

INTERNAL AUDITOR:

KND & Associates

Chartered Accountants, Nagpur

SECRETARIAL AUDITOR:

Kunal Dutt & Associates

Company Secretaries, Nagpur

REGISTERED OFFICE:

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

Tel No.: 0712-2320240

E-Mail: investors@dineshrathi.com

Web: www.dra.net.in

REGISTRAR & TRANSFER AGENT:

Bigshare Services Pvt. Ltd

1st Floor, Bharat Tin Works Building, Opp.
Vasant Oasis, Makwana Road, Marol, Andheri
East, Mumbai, Maharashtra 400059

Tel No.: 022 6263 8200

Web: www.bigshareonline.com

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NOTICE

Notice is hereby given that **10th Annual General Meeting** of the members of **M/s. DRA Consultants Limited** will be held on **Monday, 30th September, 2019** 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, 2019, together with Reports of the Board of Directors and the Auditors thereon.
2. To appoint Ms. Siddhi Dinesh Rathi as, a Director, who retires by rotation and being eligible offer herself for re-appointment.
3. To ratify the appointment of M/s Amit Gharlute & Co., Chartered Accountants, Nagpur as the Statutory Auditors of the Company and fix their remuneration.

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: 19th August, 2019

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the company. A blank form of proxy is enclosed herewith and, if intended to be used, it should be returned duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the commencement of the 10th Annual General Meeting.
2. The Register of Members and the Share Transfer books of the Company will remain closed from **Wednesday 25th Day of September 2019 to Monday 30th Day of September 2019 (both days inclusive)** for Annual General Meeting.
3. 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.
4. The Securities and Exchange Board 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 Company.
5. Electronic copy of the Annual Report being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report being sent in the permitted mode.
6. Electronic copy of the Notice of the 10th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 10th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode.
7. Members may also note that the Notice of the 10th Annual General Meeting, Attendance Slip, Proxy Form, Ballot Paper and Annual Report will also available on the Company's website www.dra.net.in for their download.
8. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a Certified Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

9. Members are requested to bring attendance slip along with their copy of Annual Report to the meeting.
10. In case of joint holders attending the meeting, only such holder who is higher in the order of names will be entitled to vote.
11. The facility for voting through ballot paper shall be made available at the AGM. The members attending the meeting shall be able to exercise their right of demanding poll.
12. The **record date** for the purpose of determining the eligibility of the Members to attend the 10th Annual General Meeting of the Company is **Tuesday, 24th September, 2019**
13. A person who is not a member as on the record date should treat this Notice for information purpose only.
14. The voting rights of members, in case poll is demanded, shall be in proportion to their shares of the paid up equity share capital of the Company as on the record date i.e. **Tuesday, 24th September, 2019**
15. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the record date i.e. **Tuesday, 24th September, 2019** can also attend the meeting.
16. 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 (9:00 am to 5:00 p.m.) on all working days except second Saturday, up to and including the date of the Annual General Meeting of the Company.

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: 19th August, 2019

ANNEXURE TO NOTICE

Details of the Director seeking re-appointment at the 10th Annual General Meeting:

ANNEXURE OF ITEM NO : 02

Name of the Director	Ms. Siddhi Dinesh Rathi
Date of Birth	6 th May, 1996
Qualification	B.E (Civil)
Brief Resume of the Director	Over the period she has acquired knowledge and technical skills in various projects including the Pimpri Chinchwad Municipal corporation 60%, Project on Sea water Intrusion Capstone Project at the University of Massachussets, Amherst, USA
Expertise in Specific Functional Area	MATLAB, SOLID WORKS, WATER GEMS, STAAD. PRO, AUTOCAD, C++, VISUAL MODFLOW, SEWER ETC.
Date of 1 st Appointment	25.08.2016
Shareholding in the Company (No. of Shares)	1
Directorships	-
Memberships/Chairmanship of Committee of Other Companies	NIL
Inter-se relationship between Directors and other KPM's	Mr. Dinesh Rathi- Father Mrs. Uma Rathi – Mother Mr. Aditya Rathi - Bother
Remuneration Last Drawn	150000.00/-p.a.

DIRECTORS' REPORT

To,
The Members,

Your Directors are pleased to present the **10th Annual Report** on the business and operations of the Company and the financial results for the year ended 31st March, 2019.

1. FINANCIAL PERFORMANCE

(Amount in ₹)

PARTICULARS	2018-19	2017-18
Revenue from operations	225875719.45	186374460.36
Other Income	4238906.00	311966.00
Total Expenditure	18,35,21,163.73	14385592.51
Finance Charges	1263745.89	1839832.95
Depreciation	6230744.73	4838460.88
Profit before taxation	39100971.10	38999740.02
Tax Expenses	10452041.14	10247525.00
Net Profit	28648929.96	28752333.75

Your Company has seen an overall growth in business. During the F.Y. 2018-19 the Company has achieved a turnover of Rs. 22.58 Crs as against the turnover of Rs. 18.63 Crs in the previous year. Net profit for the F.Y. 2018-19 stood at Rs. 2.86 Crs as against Rs. 2.87 Crs. in F.Y. 2017-18.

KEY PROJECTS:

- Project Management consultancy For Implementation of Continuous (24x7) Pressurized Water Supply system in 60% Area of Pimpri-Chinchwad Municipal Corporation.
- Project Management Services for Sourcing of Water from Andra Dam and Bhama Askhed Dam for Pimpri-Chinchwad City
- Project Management Consultancy Services for ABD Area Water Supply and Sewerage Network System Improvement Work Indore Smart City.
- Project Management Consultancy Services for Water Supply and Sewerage Improvement Works including SCADA for Indore Municipal Corporation under AMRUT Yojana Indore PMC.
- Survey on Project for Pollution Abatement of Nag River at Nagpur- The Japan International Corporation Agency (JICA) funded.
- Implementation of 24X7 Water Supply Project for un-interrupted Water Supply and Reduction of Non-Revenue Water / Unaccounted-for Water with Improvement in Level of Services to the Consumers for Nagpur City through PPP.

- Project Management & Construction Supervision for Augmentation to Nagpur City Water Supply, Pench-IV Scheme for Nagpur Municipal Corporation – A Project Sanctioned under Jawaharlal Nehru National Urban Renewal Mission.
- Improvement and Revamping the existing Water Supply System including Water Audit, Consumers Survey, GIS Mapping, Measures to Reduce Non Revenue Water / Unaccounted-for Water, Achievement of Service Level Benchmark and Upgrading the System for Continuous (24X7) Water Supply to the command area of Ahmedabad Municipal Corporation
- Preparation of Detailed Project Report (Pre-Feasibility Report and Transactional Advisory Services) for Funding and O&M of TEJASWANI Electric Buses for Nagpur City through PPP for Urban Transport System of Nagpur Municipal Corporation, Traffic Department.
- Project Management, Design and Supervision Consulting Services (PMDSC) for Rajasthan Urban Infrastructure Development Project (RUIDP)
- Transaction Advisory Services for Appointment of Private Operator on Performance Based Management Contract basis for Water & Energy Audit for Bulk Water Pumping Station, Installation of Smart Water Meter, Water Kiosk, Instrumentation & SCADA, Continuous (24X7) Water Supply in Uthalsar Ward (Pilot Zone) for Water Supply System of Thane Municipal Corporation.
- Implementation services for Selection of Consulting Firm for AMRUT Mission Management Unit (AMMU) for Atal Mission for Rejuvenation and Urban Transformation (AMRUT) in Chhattisgarh for (AMRUT) State Urban Development Agency, Naya Raipur.

2. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

There are no significant material changes and commitments affecting financial position of the company between 31st March, 2019 and the date of Board's Report.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY

The company has not changed the nature of business during the financial year under review.

4. DIVIDEND

With a view to conserve the resources of the Company, Your Directors do not propose to recommend any dividend. These retained earnings can be utilized in future for financing expansion programmes and for meeting the fixed or working capital needs of the Company.

5. TRANSFER TO RESERVES

Your Company proposes to transfer Rs. 2,86,48,929.96/- to the General Reserve.

6. MEETINGS:

A. BOARD MEETINGS

During the year, Six Board Meetings were held the details are as mentioned below:

SR. NO.	DATE OF MEETING	TOTAL NO OF DIRECTORS AS ON MEETING	ATTENDANCE
1.	26.04.2018	6	5
2.	30.05.2018	6	6
3.	16.08.2018	6	6
4.	14.10.2018	7	6
5.	14.11.2018	6	6
6.	15.02.2019	6	6

B. COMMITTEE MEETINGS:

• AUDIT COMMITTEE MEETINGS

During the year, Two Audit Committee Meetings were held the details are given as under:

Sr. No.	Date of meeting	Total no of directors as on meeting	Attendance
1	30.05.2018	3	3
2	14.11.2018	3	3

7. COMPOSITION OF COMMITTEES

During the year, your directors have constituted following committees of the Board in accordance with the requirements of the Companies Act, 2013. The composition, terms of reference and other details of all Board level committees have been elaborated below:

A. AUDIT COMMITTEE

BRIEF DESCRIPTION AND TERMS OF REFERENCE

The role and terms of reference of the Audit Committee have been updated to be in line with Section 177 of the Companies Act, 2013 besides other terms as may be referred by the Board of Directors. The said Committee reviews reports of the Statutory Auditors and Internal Auditors periodically to discuss their findings and suggestions, internal control system, scope of audit, observations of the auditors and other related matters and reviews major Accounting policies followed by the Company.

COMPOSITION AND MEETING:

Composition of Audit Committee as on 31st March, 2019:

Name of the Director	Status in Committee	Nature of Directorship	Number of Meetings held during the Financial Year 2018-19	
			Held	Attended
Mr. Jeetendra Nayak	Chairman	Independent Director	2	2

Mr. Dinesh Rathi	Member	Chairman and Managing Director	2	2
Mr. Manavendra Jaypal	Member	Independent Director	2	2

*Mr. Manavendra Jaypal Independent Director was appointed as the member of the committee w.e.f 14.10.2018.

Mr. Pravin Chipde, ceased to be the member of committee w.e.f 14.10.2018

B. NOMINATION AND REMUNERATION COMMITTEE

BRIEF DESCRIPTION AND TERMS OF REFERENCE

The objective of Nomination and Remuneration Committee is to assess the remuneration payable to the Managing Director/Whole Time Directors; sitting fee payable to the Non-Executive Directors; remuneration policy covering policies on remuneration payable to the senior executives.

COMPOSITION:

Composition of Nomination and Remuneration Committee as on 31st March, 2019

Name of the Director	Status in Committee	Nature of Directorship
Mr. Jeetendra Nayak	Chairman	Independent Director
Mr. Manavendra Jaypal*	Member	Independent Director
Mr. Aditya Rathi**	Member	Non- Executive Director

*Mr. Manavendra Jaypal Independent Director was appointed as the member of the committee w.e.f 14.10.2018.

**Mr. Aditya Rathi Non- Executive Director was appointed as the member of the committee w.e.f 14.10.2018.

Mr. Pravin Chipde, ceased to be the member of committee w.e.f 14.10.2018

During the year, on 16th August, 2018, Nomination and Remuneration Committee Meeting was held.

C. NOMINATION AND REMUNERATION POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy also lays down criteria for selection and appointment of Board Members. The details of this policy are given below:-

Criteria and Qualification for Nomination & Appointment

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.

- 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.

- The Company shall not appoint or continue the employment of any person as 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.

Policy on Remuneration

The Company's Remuneration policy considers human resources as its invaluable assets. The Remuneration policy for all the employees are designed in a way to attract talented executives and remunerate them fairly and responsibly, this being a continuous ongoing exercise at each level in the organization.

The Remuneration of Directors should be in accordance with the provisions of the Companies Act, 2013 read with Schedule-V of the companies Act, 2013 as amended from time to time.

- To ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.
- No director/KMP/other employee are involved in deciding his or her own remuneration.
- The trend prevalent in the similar industry, nature and size of business are kept in view and given due weight age to arrive at a competitive quantum of remuneration.
- It is to be ensured that relationship of remuneration to the performance is clear & meets appropriate performance bench marks which are unambiguously laid down and communicated.
- Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
- Provisions of all applicable laws with regard to making payment of remuneration to the Board of Directors, KMP and Senior Management, as maybe applicable from time to time, shall be complied.
- Whenever, there is any deviation from the Policy, the justification/reasons should also be indicated/disclosed adequately.

Managing Director and Executive Directors

The Company remunerates its Managing Director and Executive Director's by way of salary, perquisites and allowances. Remuneration is paid within the limits recommended by the Nomination & Remuneration Committee and the Board and as approved by the shareholders within the stipulated limits of the Companies Act, 2013 and the Rules made thereunder. The remuneration paid to the Managing Director and the Executive Director's is determined keeping in view the industry benchmark and the relative performance of the Company to the industry performance.

Non-executive Directors

Non-executive Directors are presently not paid any remuneration. Your Company has not paid any sitting fees for attending the meeting of the Board and its Committees as per the provisions of the Companies Act, 2013 and the rules made thereunder. The Company, however, reimburses the expenses incurred by the Non –Executive Directors to attend the meetings.

Key Managerial Personnel and other senior employees

The remuneration of KMP and other employees largely consists of basic salary, perquisites, and allowances. Perquisites and retirement benefits are paid according to the Company policy. The components of the total remuneration vary for different grades and are governed by the industry pattern, qualification & experience/merits, performance of each employee. The Company while deciding the remuneration package takes into consideration current employment scenario and remuneration package of the industry and its peer group.

D. STAKEHOLDER'S RELATIONSHIP COMMITTEE

BRIEF DESCRIPTION AND TERMS OF REFERENCE

The Board has delegated the powers to a committee to approve transfer/transmission of shares, considering and resolving the grievances, to oversee the performance of the Registrar & Share Transfer Agent, Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading and to attend all other matters related thereto:

COMPOSITION:

Composition of Stakeholder's Relationship Committee as on 31st March, 2019:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Jeetendra Nayak	Chairman	Independent Director
Mr. Manavendra Jaypal*	Member	Independent Director
Ms. Aditya Rathi**	Member	Non- Executive Director

*Mr. Manavendra Jaypal Independent Director was appointed as the member of the committee w.e.f 14.10.2018.

**Mr. Aditya Rathi Non- Executive Director was appointed as the member of the committee w.e.f 14.10.2018.

Mr. Pravin Chipde, ceased to be the member of committee w.e.f 14.10.2018

E. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The company has not crossed the threshold limit as prescribed under section 135 of the Companies Act, 2013, hence has not been constituted the Corporate Social Responsibility Committee for the year.

8. DIRECTORS AND KEY MANAGERIAL PERSONS:

A. COMPOSITION OF THE BOARD:

Sr. No.	Name of the Director	Designation	Appointment	Resignation
1.	Mr. Dinesh Chhaganlal Rathi	Managing Director	05.05.2009	
2.	Mrs. Uma Dinesh Rathi	Executive Director	05.05.2009	
3.	Ms. Siddhi Dinesh Rathi	Executive Director	25.08.2016	
4.	Mr. Jeetendra Chandrakant Nayak	Independent Director	25.06.2016	

5.	Mr. Manavendra Jaypal	Independent Director	16.08.2018	
6.	Mr. Aditya Dinesh Rathi	Non Executive Director	12.12.2017	
7.	Mr. Pravin Dattatraya Chipde	Independent Director	25.08.2016	15.10.2018

-Retirement by Rotation

Pursuant to provisions of the Companies Act, 2013, Ms. Siddhi Dinesh Rathi (DIN:07041816), Director will retire at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Board recommends her re-appointment.

B. COMPOSITION OF KEY MANAGERIAL PERSONNEL

The details of the Key Managerial personnel of the Company are as tabled below:

Sr. No.	Key Managerial personnel	Designation	Appointment	Resignation
1	Ms. Ankita N Daga	Company Secretary	04.07.2016	
2	Ms. Satya Iyer	Chief Financial Office	16.10.2018	
3	Mr. Abhijeet Sharma	Chief Financial Office	02.05.2018	10.10.2018

9. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Company has received declarations from all the Independent Directors of the Company as per the provisions of Section 149 subsection (7) of the Companies Act, 2013, confirming that they meet the criteria of independence as prescribed both under Section 149 sub-section (6) of the Companies Act, 2013 read with the Rule 4 of Companies (Appointment and Qualification of Directors) Rule, 2014 and the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015.

10. RELATED PARTY TRANSACTIONS

All transactions entered into with related parties as defined under the Companies Act, 2013 during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with the related parties during the financial year which were in conflict with the interest of the Company and hence, enclosing of Form AOC-2 is not required. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the notes to the Financial Statements.

11. CHANGES IN SHARE CAPITAL

There was no Change in the Share Capital structure of the Company. The Share Capital structure at March 31, 2019 stood as mentioned below:

PARTICULARS	NO. OF SHARES	SHARE CAPITAL (IN RS.)
Authorised Share Capital	12000000	Rs. 12,00,00,000.00/-
Paid up Share Capital	10970000	Rs. 10,97,00,000.00/-

12. VIGIL MECHANISM

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior, the Company has adopted a Vigil mechanism/Whistle Blower Policy.

The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct policy.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

The mechanism provides for adequate safe-guards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

13. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 (5) of the Companies Act, 2013, the Directors confirm that:

- a) in the preparation of the annual accounts for the year ended 31st March, 2019 the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) 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 31st March, 2019 and of the loss of the company for that period.
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts for the period ended 31st March, 2019 on a going concern basis.
- e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Your Company has no subsidiaries, joint ventures and associate companies during the year.

15. EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in Form MGT-9 as a part of this Annual Report is in “**ANNEXURE I**”.

16. PARTICULARS OF EMPLOYEES

The details pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as **ANNEXURE – II**.

Further during the year under review, none of the employees were entitled to receive remuneration exceeding the prescribed limit set under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

17. REGISTRAR AND TRANSFER AGENT

The Board had appointed M/s. Bigshare Services Private Limited as Registrar and Transfer Agent (RTA) at their meeting held on 25th August, 2016. The Company's Registrar & Share Transfer Agents, M/s. Big Share Services Private Limited is fully equipped to carry out the transfers of shares and redress Investor complaints.

18. AUDITORS

A. STATUTORY AUDITORS:

M/s Amit Gharlute & Co., Chartered Accountants, Nagpur were appointed as Statutory Auditors of your Company in the Annual General Meeting (AGM) held on 02nd July, 2016 for a term of 5 (Five) consecutive years to hold office till the conclusion of the 12th Annual General Meeting of the Company to be held in the Calendar year 2021 subject to the ratification of their appointment at every AGM. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every AGM.

AUDITOR'S REPORT:

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. There is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report. However, the Report is self-explanatory and does not require any comments or clarification.

B. SECRETARIAL AUDITOR

The Board has appointed M/s. Kunal Dutt & Associates, Practicing Company Secretaries, to conduct Secretarial Audit of the Company for the financial year ended 31st March, 2019 in compliance with the provisions of Section 204 of the Companies Act, 2013.

The report of the Secretarial Audit Report in Form MR-3 is enclosed as “**ANNEXURE III**” to this Report.

C. INTERNAL AUDITOR

In accordance with the provisions of Section 138 of the Act and rules made thereunder, the Board of Directors of the Company has appointed M/s K N D & Associates, Chartered Accountant as an Internal Auditor to conduct the Internal Audit of the Company.

The Board has re-appointed M/s K N D & Associates, Chartered Accountant (FRN: 112180W) as Internal Auditor to conduct the Internal audit of your Company for the financial year 2019-20.

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

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Rule 8 of the Companies (Accounts) Rules, 2014 is annexed and marked “ANNEXURE IV” and forms part of this Report.

20. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has effective ‘internal financial controls’ that ensure an orderly and efficient conduct of its business, including adherence to Company’s policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information.

21. THE DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY’S OPERATIONS IN FUTURE

No significant or material orders were passed by the regulators or courts or tribunals impacting the going concern status and company’s operations in future during the year under review.

22. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments in the business operations of the Company from the Financial Year ended 31st March, 2019 to the date of signing of the Director's Report.

23. PARTICULARS OF LOANS GIVEN, INVESTMENT MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED:

Your Company has not given any loan or guarantee to any person or body corporate nor invested in anybody corporate during the Financial Year under review pursuant to Section 186 of Companies Act, 2013.

24. RISK MANAGEMENT

The Board has formally adopted steps for framing, implementing and monitoring the risk management plan for the Company by way of Risk Management Policy. The Board is very vigilant in working and also have proper internal control systems to minimize the operational and business risk. Company also encourages Whistle Blower system in the company.

25. FORMAL ANNUAL EVALUATION

Your Company has devised a Policy for selection of Directors, determining independence of Directors and for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

26. DECLARATION WITH THE COMPLIANCE WITH THE CODE OF CONDUCT BY MEMBERS OF THE BOARD AND SENIOR MANAGEMENT PERSONNEL

The Company has complied with the requirements about code of conduct for Board members and Sr. Management Personnel.

27. MECHANISM FOR BOARD EVALUATION

SEBI (LODR) Regulations, 2015 states that the board shall monitor and review the board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. The Schedule IV of the Companies act, 2013 states that the performance evaluation of the independent directors shall be done by the entire Board of Directors, excluding the Director being evaluated.

The Directors evaluation was broadly based on the parameters such as understanding of the Company's vision and objective, skills, knowledge and experience, participation and attendance in Board/ Committee meetings; governance and contribution to strategy; interpersonal skills etc. The Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as evaluation of the working of its Board Committees. A meeting of the Independent Directors was also held which reviewed the performance of Non Independent Directors, Chairman and the quality, quantity and time lines of flow of information between the Company management and Board.

28. CORPORATE GOVERNANCE

Since the Company has listed its securities on SME platform of BSE Limited during the year under review, the provisions of Corporate Governance as specified in regulations of SEBI (LODR) Regulation, 2015 are not applicable to the Company for the financial year ended 31st March 2019.

29. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 (SHWWA):

Your Company is committed to providing a work environment that is professional and mature, free from animosity and one that reinforces the value of integrity that includes respect for the individual. The Company has always believed in providing a safe and harassment free workplace for every individual working in the Company's premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. All employees are treated with dignity with a view to maintain a work environment free of sexual harassment whether physical, verbal or psychological. The Policy aims to develop a harmonious and productive working environment free from sexual harassment. The Company also ensures all allegations of sexual harassment are investigated and dealt with effectively and appropriately.

30. SECRETARIAL STANDARDS

Your company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India.

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:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries as the company has no subsidiaries.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

ACKNOWLEDGMENT

The Board of Directors are pleased to place on record their appreciation of the co-operation and support extended by ICICI Bank Limited, various State and Central Government agencies, Stock Exchange and other Agencies. The Board would like to thank the Company's shareholders, Customers, Service providers for the support and the confidence, which they have reposed in its management. The Board also wishes to place on record its highest appreciation of the valuable services rendered by all the employees of the Company.

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

**Place : Nagpur
Date : 19th August, 2019**

**Sd/-
Dinesh Rathi
(Managing Director)
(DIN : 01516715)**

**Sd/-
Uma Rathi
(Executive Director)
(DIN : 02578611)**

INDEPENDENT AUDITOR'S REPORT

To the Members of DRA Consultants Limited. Opinion

We have audited the financial statements of DRA Consultants Limited, which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Management's Responsibility for Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure "A"** statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, 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, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from the branches not visited by us.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 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 the operating effectiveness of such controls are applicable to Company as per Notification issued by MCA under Companies Act, 2013 which specified in **Annexure B** of the Audit Report.
- g) 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, 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 on its financial position in its financial statements

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For AMIT GHARLUTE & CO.
Chartered Accountants

SD/-

CA. AMIT GHARLUTE
Proprietor
Membership No. 137851
Firm Reg. No.: 133252W
Nagpur, May, 30, 2019

ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT

The Annexure referred to in our Independent Auditors’ Report to the members of the Company on the financial statements for the year ended 31 March 2019, we report that:

- i. **a)** The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b)** As explained to us, fixed assets, according to the practice of the company, The Fixed Assets have been physically verified by the management in a phased manner, designed to, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- c)** The Title deeds of immovable properties are held in the name of the Company.

- ii. The company does not have inventory; hence clause 4(ii) of the order is not applicable to the company.

- iii. In respect of loans, secured or unsecured Loan granted by the company to Companies ,firms or other relatives covered in Register under Section 189 of the Companies Act ,2013 according to the information and explanations given to us :
 - a)** During the year, The Company has not granted any unsecured Loans to parties covered in the register maintained under section 189 the Companies Act, 2013 (‘the Act’).

- iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.

- v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

- vii. **(a)** According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.

- b)** According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

- viii.** In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks.
- ix.** Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and Term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- x.** Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- xi.** Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- xii.** In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- xiii.** In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv.** Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- xv.** Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- xvi.** In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon

For AMIT GHARLUTE & CO.
Chartered Accountants

SD/-

CA. AMIT GHARLUTE
Proprietor
Membership No. 137851
Firm Reg. No.: 133252W
Nagpur, May, 30, 2019

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF DRA CONSULTANTS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of DRA Consultants Limited as of 31-Mar-2019 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence, we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31-Mar-2019.

For AMIT GHARLUTE & CO.
Chartered Accountants

SD/-

CA. AMIT GHARLUTE
Proprietor
Membership No. 137851
Firm Reg. No.: 133252W
Nagpur, May, 30, 2019

SIGNIFICANT ACCOUNTING POLICIES

1. Company Overview

The company was incorporated in May 2009 with an objective to provide consultancy services in the field of engineering, infrastructure development, water supply, sewerage, energy saving etc.

The company is engaged in providing consultancy services in energy saving, infrastructure development and water supply projects to its clients, which mainly comprise of the Cement Plants and Municipal Corporations.

2. Basis of preparation

The accompanying financial statements have been prepared under the historical cost convention, in accordance with Indian Generally Accepted Accounting Principles under the historical cost convention on the accrual basis and as per the provisions of the Companies Act, 2013, except where otherwise stated.

3. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the periods in which the results are known/materialize.

4. Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation. Cost includes all expenses incurred to bring the assets to its present location and condition.

5. Depreciation

Depreciation on Fixed Assets is provided as per Schedule II of Companies Act 2013. The estimated life in case of Motor Cars & Vehicles has been taken at 15 years instead of 8 years. The estimated life of 15 years is ascertained on the basis of life of vehicles as taken by Motor Vehicle Department, Maharashtra State.

6. Investment

The Investment in Fixed Deposits of bank is valued at the cost plus interest accrued upto the date of financial statements.

7. Revenue Recognition

Service Contract & Sales

Revenue is recognized on completion of professional contracts or on realisation of the same in part to that extent as per terms and conditions of the Professional Contract.

8. Taxation

Current Income tax expenses comprise taxes on income from operation in India. Income tax payable in India is determined in accordance with provision of the Income tax Act 1961.

9. Retirement Benefits

Company's contribution to Provident Fund is charged to Profit & Loss Account every month. Gratuity is accounted on payment basis.

10. Others

Previous year figures have been regrouped & rearranged where necessary.

Sundry Debtors, Sundry Creditors, Loans & Advances, all other debit & credit account balances are subject to confirmation from parties & reconciliation, if any.

Professional Receipts are shown inclusive of Service Tax and Goods and Service Tax in the Profit & Loss Account.

On Behalf of the Board

As Per Our Report of Even Date Attached

-sd-
Dinesh Rathi
Managing Director
DIN: 02481055

-sd-
Uma Rathi
Director
DIN: 02578611

For AMIT GHARLUTE & CO.

Chartered Accountants
F.R.N. : 133252W

-sd-
Satya Iyer
Chief Financial Officer
Date: 30.05.2019

-sd-
Ankita Daga
Company Secretary
Place : Nagpur

-sd-
[CA. AMIT GHARLUTE]
Proprietor
Mem. No. : 137851

M/S DRA CONSULTANTS LTD., NAGPUR
BALANCE SHEET AS AT 31st MARCH 2019

(AMOUNT IN Rs.)

PARTICULARS		NOTE NO.		31-03-2019	31-03-2018
A. EQUITY AND LIABILITIES					
1	Shareholder's Funds				
	(a) Share Capital	1		109700000.00	109700000.00
	(b) Reserves and Surplus	2		101291586.95	72642656.99
2	Non-Current Liabilities				
	(a) Long-term Borrowings	2A		1211274.10	2234887.80
	(b) Deferred Tax Liabilities (Net)			-	0.00
	(c) Other Long Term Liabilities			-	0.00
	(d) Long Term Provisions			-	0.00
3	Current Liabilities				
	(a) Short Term Borrowings	3		0.00	2981160.00
	(b) Trade Payables	4		28842732.65	11080267.20
	(c) Other Current Liabilities			-	0.00
	(d) Short Term Provisions	5		36309901.73	24349911.73
Total :				277355495.43	222988883.72
B. ASSETS					
1	Non-Current Assets				
	(a) Fixed assets				
	(i) Tangible assets	6		11955559.83	13860124.64
	(ii) Intangible assets			-	0.00
	(iii) Capital work-in-progress			-	0.00
	(iv) Intangible assets under development			-	0.00
	(b) Non-current investments	7		76412890.00	53936909.00
	(c) Long term loans and advances	8		5731002.00	7246361.00
	(d) Other non-current assets	9		4416189.76	5251533.10
Total (1)				98515641.59	80294927.74
2	Current Assets				
	(a) Current investments			-	0.00
	(b) Inventories			-	0.00
	(c) Trade receivables	10		79148442.30	93014400.05
	(d) Cash and cash equivalents	11		25955683.49	5696274.88
	(e) Short-term loans and advances	12		73735728.05	43983281.05
	(f) Other current assets			-	0.00
Total (2)				178839853.84	142693955.98
Total (1+2)				277355495.43	222988883.72
The accompanying notes 1 to 20 form an integral part of the Financial Statements					

On Behalf of the Board

As Per Our Report of Even Date Attached

- sd -
Dinesh Rathi
 Managing Director
 DIN: 02481055

- sd -
Uma Rathi
 Director
 DIN: 02578611

For Amit Gharlute & Co.
Chartered Accountants
F.R.N. : 133252W

- sd -
Satya Iyer
 Chief Financial Officer
Date: 30.05.2019

- sd -
Ankita Daga
 Company Secretary
Place : Nagpur

- sd -
[CA AMIT P. GHARLUTE]
PROPRIETOR
Mem. No. : 137851

M/S DRA CONSULTANTS LTD., NAGPUR
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2019

(AMOUNT IN Rs.)

PARTICULARS		NOTE NO.	31-03-2019	31-03-2018
I	Revenue from operations	13	225875719.45	186374460.36
II	Other Income	14	4238906.00	3119166.00
III	Total Revenue (I +II)		230114625.45	189493626.36
IV	Expenses:			
	Cost of materials consumed		-	-
	Purchase of Stock-in-Trade		-	-
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
	Employee benefit Expenses	15	64502333.00	44567519.00
	Financial costs	16	1263745.89	1839832.95
	Depreciation and amortization expense		6230744.73	4838460.88
	Other expenses	17	119016830.73	99248073.51
	Total Expenses(IV)		191013654.35	150493886.34
V	Profit before exceptional and extraordinary items	(III - IV)	39100971.10	38999740.02
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax	(V - VI)	39100971.10	38999740.02
VIII	Extraordinary Items		-	-
IX	Profit before tax	(VII - VIII)	39100971.10	38999740.02
X	Tax Expense:			
	(1) Current tax		11276720.00	11247525.00
	(2) Deferred tax		(824678.86)	(1000118.73)
XI	Profit(Loss) from the period from continuing	(VII-VIII)	28648929.96	28752333.75
XII	Profit/(Loss) from discontinuing operations		-	-
XIII	Tax expense of discounting operations		-	-
XIV	Profit/(Loss) from Discontinuing operations	(XII - XIII)	-	-
XV	Profit/(Loss) for the period	(XI + XIV)	28648929.96	28752333.75
XVI	Earning per equity share:			
	(1) Basic	18	2.61	2.62
	(2) Diluted		2.61	2.62

The accompanying notes 1 to 20 form an integral part of the Financial Statements

On Behalf of the Board

As Per Our Report of Even Date Attached

- sd -
Dinesh Rathi
 Managing Director
 DIN: 02481055

- sd -
Uma Rathi
 Director
 DIN: 02578611

For Amit Gharlute & Co.
Chartered Accountants
F.R.N. : 133252W

- sd -
Satya Iyer
 Chief Financial Officer
Date: 30.05.2019

- sd -
Ankita Daga
 Company Secretary
Place : Nagpur

- sd -
[CA AMIT P. GHARLUTE]
PROPRIETOR
Mem. No. : 137851

M/S DRA CONSULTANTS LTD., NAGPUR
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

NOTE - `1' : SHARE CAPITAL :

SR.NO.	PARTICULARS		AMOUNT AS AT 31/03/2019	AMOUNT AS AT 31/03/2018
	AUTHORISED CAPITAL 12000000 Equity Shares of Rs.10/- each		120000000	120000000
	ISSUED, SUBSCRIBED AND PAID UP CAPITAL 10970000 Equity shares of Rs.10/- each fully paid up		109700000	109700000
	TOTAL :		109700000.00	109700000

NOTE - `1(A)' : RECONCILIATION OF THE EQUITY SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE REPORTING PERIOD:

SR.NO.	PARTICULARS	AS AT 31/03/2019		AS AT 31/03/2018	
		NO.	AMOUNT	NO.	AMOUNT
(i)	Shareholders outstanding at the beginning of the year	10970000	109700000	10970000	109700000
(ii)	Add : Shares issued during the year	-	-	-	-
(iii)	Less : Shares bought back during the year	-	-	-	-
(iv)	Shares outstanding at the end of the year	10970000	109700000	10970000	109700000

NOTE - `1(B)' : DETAILS OF SHAREHOLDERS HOLDING MORE THEN 5 PERCENT EQUITY SHARES IN THE COMPANY:

SR.NO.	PARTICULARS	AS AT 31/03/2019		AS AT 31/03/2018	
		NO.	% OF HOLDING	NO.	% OF HOLDING
(i)	Dinesh Chhaganlal Rathi	7929900	72.29%	7929900	72.29%

M/S DRA CONSULTANTS LTD., NAGPUR
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

SR.NO.	PARTICULARS		AMOUNT AS AT 31/03/2019	AMOUNT AS AT 31/03/2018
	NOTE - `2' : RESERVES & SURPLUS :			
(i)	Profit & Loss A/c			
	As per last Balance Sheet		72642656.99	43890323.24
	Less : Capitalised (Bonus Issue)		0.00	0.00
	Add: Profit for the year		28648929.96	28752333.75
		TOTAL	101291586.95	72642656.99
	NON CURRENT LIABILITIES			
	NOTE - `2A' : LONG TERM BORROWINGS :			
(i)	Secured Loans			
	ICICI Ford Car Loan		1211274.10	2234887.80
		TOTAL	1211274.10	2234887.80
	CURRENT LIABILITIES			
	NOTE - `3' : SHORT TERM BORROWINGS :			
(i)	Secured Loans			
	ICICI-OD(2180)		0.00	2981160.00
		TOTAL	0.00	2981160.00
	NOTE - `4' : TRADE PAYABLES :			
	Sundry Creditors & Other Credit Balances		28842732.65	11080267.20
		TOTAL	28842732.65	11080267.20
	NOTE - `5' : SHORT TERM PROVISIONS :			
	(a) Provisions			
	Provision for Income Tax		30679978.73	19403258.73
	Salary Payable		5195756.00	4409478.00
	EPF Payable		134068.00	104672.00
	ESIC Payable		55946.00	48117.00
	Profession Tax Payable		30075.00	26500.00
	TDS Payable		214078.00	357886.00
		TOTAL	36309901.73	24349911.73
	NOTE - `7' : NON CURRENT INVESTMENTS :			
	FDR with Banks		2927230.00	1256223.00
	FDR with SBI		3071148.00	1710413.00
	Mutual Fund		25000.00	25000.00
	Others in Demat A/c.		75000.00	75000.00
	FDR with UBI		31028671.00	29099287.00
	Auto sweep ICICI Bank		39285841.00	21770986.00
		TOTAL	76412890.00	53936909.00

NOTE-'8' : LONG TERM LOANS AND ADVANCES :				
(a) Security Deposit				
EMD		5250104.00	6740463.00	
Security Deposit (MSEDCL)		5970.00	5970.00	
BSE Deposit		296000.00	296000.00	
Rent Deposit		0.00	77000.00	
VAT Deposit		25000.00	25000.00	
Security Deposit (PCMC Project)		52000.00	0.00	
Security Deposit (Stem)		101928.00	101928.00	
		TOTAL	5731002.00	7246361.00
NOTE - '9' : OTHER NON CURRENT ASSETS				
(a) Preliminary Expenses				
(To the extent not written off)				
Incurred during the year		4980066.60	6640088.80	
Less : Written off		(1660022.20)	(1660022.20)	
(b) Deferred Tax Asset		1096145.36	271466.50	
		TOTAL	4416189.76	5251533.10
NOTE - '10' : TRADE RECEIVABLES :				
(a) Sundry Debtors & Other Debit Balance		79148442.30	93014400.05	
		TOTAL	79148442.30	93014400.05
NOTE - '11' : CASH AND CASH EQUIVALENTS :				
(a) Cash and Bank Balances :				
Cash in Hand		540059.49	406879.54	
Bank Balances :				
ICICI Bank (624205011804)		100000.00	100000.00	
ICICI Bank -488		4854.49	726.72	
ICICI Bank -596		21934.88	46727.89	
ICICI Bank -517		9157466.91	4448105.57	
ICICI-OD(2180)		13119128.38	0.00	
State Bank of India-111		2370675.98	162855.98	
State Bank of India-3959		387534.50	388183.50	
ICICI Bank -012		162107.81	59877.01	
ICICI Bank -014		8766.45	10028.51	
Union Bank of India		73640.60	63702.16	
State Bank of India-Trust		9514.00	9188.00	
		TOTAL	25955683.49	5696274.88
NOTE - '12' : SHORT TERM LOANS & ADVANCES :				
(a) Loans & Advances to Related Parties				
(b) Others				
TDS		3878643.00	3878643.00	
TDS Receivable A.Y.2018-19		40667379.05	18168482.05	
TCS Receivable A.Y.2018-19		32156.00	32156.00	
Advances to Sub Contractors		7172550.00	0.00	
Other Advances (Site)		0.00	0.00	
Vidarbha Infotech Pvt. Ltd.		20550000.00	20550000.00	
Prashant Ugemuge		1300000.00	1300000.00	
Salary Advances		135000.00	54000.00	
		TOTAL	73735728.05	43983281.05

NOTE - 13' : REVENUE FROM OPERATION :				
	Professional Receipts		225875719.45	186374460.36
		TOTAL	225875719.45	186374460.36
NOTE - 14' : OTHER INCOME :				
	Interest Received		4229265.00	2521686.00
	Misc. Receipts		9641.00	0.00
	Interest on IT Refund		0.00	597480.00
		TOTAL	4238906.00	3119166.00
NOTE - `15' : EMPLOYEE BENEFIT EXPENSES :				
	Salary & Bonus		61853789.00	42258830.00
	Remuneration to Directors		2640000.00	2280000.00
	Staff Welfare		8544.00	28689.00
		TOTAL	64502333.00	44567519.00
NOTE - `16' : FINANCE COST :				
	Bank Interest & Charges		1263745.89	1839832.95
		TOTAL	1263745.89	1839832.95
NOTE - `17' : OTHER EXPENSES :				
	Advertisement Expenses		61093.00	8710.00
	Audit Fees		179000.00	104011.00
	Bad Debts/Write offs		0.00	2210081.29
	Director's Expenses		0.00	0.00
	Deduction By Clients		4226318.75	5228756.95
	Donation		2497100.00	91501.00
	Commission		0.00	0.00
	Car Hire Charges		0.00	864919.00
	Electricity Expenses		468890.00	493210.00
	Insurance		481621.00	261107.00
	Interest On TDS		33015.00	282.00
	Interest On ST		0.00	14325.00
	Interest On LWF		654.00	0.00
	Interest On OD		322965.00	0.00
	Interest On Vehicle Loan		150706.30	0.00
	Legal Expenses		84935.00	309250.00
	Membership & Subscription		0.00	43500.00
	Office Expenses		2074941.65	1974135.84
	Payment to Sub-Contractor		50090751.00	12705067.00
	Postage & Courier		165229.00	215866.44
	Priliminary Expenses W/o		1660022.20	1660022.20
	Printing & Stationery		1515164.90	1318120.00
	Professional Charges		32625921.00	38408575.00
	Rent Rate & Taxes		2737561.00	2760082.00
	Repair & Maintenance		1751762.11	884569.00
	Seminar & Training		28000.00	6624.00
	Service Tax		0.00	11595584.00
	GST & Cess		2721730.42	3526925.08
	Site Expenses		8168964.23	7863836.25
	Telephone & Internet Expenses		373338.00	494082.18
	Tender Expenses		440466.00	189317.87
	Tours & Travelling		6152281.17	6015613.41
	Late Filing Fees(TDS)		4400.00	0.00
		TOTAL	119016830.73	99248073.51

	NOTE - `18' : EARNING PER SHARE :			
(i)	Net Profit /(Loss) for calculation of Basic EPS		28648929.96	28752333.75
(ii)	Weighted average number of equity shares in calculating basic EPS		10970000.00	10970000.00
(iii)	Earning per share Basic		2.61	2.62
(iv)	Face Value per Equity share		10.00	10.00
	NOTE - `19' : RELATED PARTY DISCLOSURES :			
1	Dinesh Rathi			
	Remuneration		1440000.00	1080000.00
	Rent		1800000.00	1800000.00
	Vehicle Rent		0.00	500000.00
2	Uma Rathi			
	Remuneration		1200000.00	1200000.00
	Professional Receipts			
	Payment to Sub Contractors			
3	DRA CADD Technologies			
	Payment & Advance to Sub Contractors		17999440.00	2554753.00
4	Dinesh Rathi & Associates			
	Professional Payment		2151000.00	0.00

Note : Related Parties Transaction Prepared by Management and Relied upon by an Auditors

1	NOTE - `20' : AUDITORS REMUNERATION			
	Auditor Remuneration		31.03.2019	31.03.2018
	Statutory Audit Fees		50000.00	50000.00

NOTE - '6' DETAILS OF FIXED ASSETS AS AT 31/03/2019 AS PER COMPANIES ACT, 2013

P A R T I C U L A R S	GROSS BLOCK			DEPRECIATION				NET BLOCK		Rate for opening WDV	
	BALANCE AS ON 01-04-2018	ADDITION DURING THE YEAR	SALE/TRF. DURING THE YEAR	BALANCE AS ON 31/03/2019	UP TO 01-04-2018	DURING THE YEAR	ADJUSTMENT ON SALE/TRF.	TOTAL	BALANCE AS ON 31-03-2019		CLOSING BALANCE 31-03-2018
<u>PLANT AND MACHINERY</u>											
a. Car	3867912.00	1217487.00	0.00	5085399.00	1175019.87	987926.17	0.00	2162946.04	2922452.96	2692892.13	31.27%
b. Site Equipment	5915016.09	459554.00	0.00	6374570.09	2241342.95	1009330.68	0.00	3250673.63	3123896.46	3673673.14	25.89%
c. Generator	932784.00	0.00	0.00	932784.00	357251.29	104171.42	0.00	461422.71	471361.29	575532.71	18.10%
d. Computer	5741361.00	1533466.92	0.00	7274827.92	4887289.32	1122664.93	0.00	6009954.25	1264873.67	854071.68	63.16%
e. Office Equipments	5270344.19	129250.00	0.00	5399594.19	3173450.95	965368.24	0.00	4138819.19	1260775.00	2096893.24	45.07%
f. Air Conditioner	1520762.00	0.00	0.00	1520762.00	829766.36	311431.73	0.00	1141198.10	379563.90	690995.64	45.07%
g. Bicycle	0.00	81920.00	0.00	81920.00	0.00	1801.08	0.00	1801.08	80118.92	0.00	25.89%
h. Refrigerator	0.00	20000.00	0.00	20000.00	0.00	345.76	0.00	345.76	19654.24	0.00	45.07%
i. Cooler	54705.00	0.00	0.00	54705.00	50472.46	1198.35	0.00	51670.81	3034.19	4232.54	28.31%
j. Solar Equipment	0.00	346450.00	0.00	346450.00	0.00	58216.70	0.00	58216.70	288233.30	0.00	18.10%
k. Plotter	0.00	136017.00	0.00	136017.00	0.00	14504.55	0.00	14504.55	121512.45	0.00	18.10%
l. Xerox Machine	102936.00	0.00	0.00	102936.00	86445.85	7432.11	0.00	93877.96	9058.04	16490.15	45.07%
m. Software	6154755.00	402035.00	0.00	6556790.00	3194262.33	1570016.14	0.00	4764278.47	1792511.53	2960492.67	52.71%
<u>FURNITURE AND FIXTURES</u>											
a. Furniture & Fixtures	1667672.00	0.00	0.00	1667672.00	1372821.27	76336.85	0.00	1449158.12	218513.88	294850.73	25.89%
TOTAL :	31228247.28	4326179.92	0.00	35554427.20	17368122.64	6230744.73	0.00	23598867.37	11955559.83	13860124.64	

NOTE - '6' DETAILS OF FIXED ASSETS AS AT 31/03/2019 AS PER INCOME TAX ACT, 1961.

P A R T I C U L A R S	GROSS BLOCK					DEPRECIATION				NET BLOCK		
	BALANCE AS ON 01/04/2018	ADDITIONS		SALE/TRF. DURING THE YEAR	TOTAL	UP TO 01/04/2018	RATE	DURING THE YEAR	ADJUSTMENT ON SALE/TRF.	TOTAL	BALANCE AS ON 31/03/2019	CLOSING BALANCE 31/03/2018
		BEFORE 30/09/2018	AFTER 30/09/2018									
P L A N T A N D M A C H I N E R Y												
	b. Site Equipment	5915016.09	479554.00	0.00	6394570.09	1856994.26	15%	680636.00	0.00	2537630.26	3856939.83	4058021.83
	c. Generator & Solar	932784.00	0.00	346450.00	1279234.00	846958.00	40%	103620.00	0.00	950578.00	328656.00	85826.00
	d. Computer	5741362.00	916306.00	617160.92	7274828.92	5165420.00	40%	720331.00	0.00	5885751.00	1389077.92	575942.00
	e. Office Equipments	4580807.41	0.00	129250.00	4710057.41	2597481.41	15%	307193.00	0.00	2904674.41	1805383.00	1983326.00
	f. Air Conditioner	1520762.00	0.00	0.00	1520762.00	633892.00	15%	133031.00	0.00	766923.00	753839.00	886870.00
	g. Ford Endeavour	3867912.00	0.00	0.00	3867912.00	580187.00	15%	493159.00	0.00	1073346.00	2794566.00	3287725.00
	h. Car Polo GT	0.00	0.00	1217487.00	1217487.00	0.00	0.00	91312.00	0.00	91312.00	1126175.00	0.00
	i. Fan	79890.00	0.00	0.00	79890.00	5992.00	15%	11085.00	0.00	17077.00	62813.00	73898.00
	j. LED	340233.78	0.00	0.00	340233.78	25518.00	15%	47207.00	0.00	72725.00	267508.78	314715.78
	k. Projector	260653.00	0.00	0.00	260653.00	19549.00	15%	36166.00	0.00	55715.00	204938.00	241104.00
	l. Cooler	54705.00	0.00	0.00	54705.00	42035.00	15%	1901.00	0.00	43936.00	10769.00	12670.00
	m. Xerox Machine	102936.00	0.00	0.00	102936.00	79094.00	15%	3576.00	0.00	82670.00	20266.00	23842.00
	n. Software	6154755.00	402035.00	0.00	6556790.00	4968004.00	40%	635514.00	0.00	5603518.00	953272.00	1186751.00
F U R N I T U R E A N D F I X T U R E S	o. Mobile	8760.00	0.00	0.00	8760.00	1872.00	15%	1033.00	0.00	2905.00	5855.00	6888.00
	p. E-Bicycle	0.00	0.00	81920.00	81920.00	0.00	15%	6144.00	0.00	6144.00	75776.00	0.00
	q. Plotter	0.00	136017.00	0.00	136017.00	0.00	15%	20403.00	0.00	20403.00	115614.00	0.00
	a. Furniture & Fixtures	1667673.00	0.00	0.00	1667673.00	878299.00	10%	78937.00	0.00	957236.00	710437.00	789374.00
TOTAL :	31228249.28	1933912.00	2392267.92	0.00	35554429.20	17701295.67		3371248.00	0.00	21072543.67	14481885.53	13526953.61

M/S DRA CONSULTANTS LTD., NAGPUR
CASH FLOW STATEMENT AS ON 31st MARCH, 2019.

(Amount in Rs.)

	Particulars	As At 31/03/2019	As At 31/03/2018
(A)	<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
	Net Profit/ (Loss) before tax as per Profit & Loss A/c	3,91,00,971	3,89,99,740
	<u>Adjusted For</u>		
	Depreciation	62,30,745	48,38,461
	Direct taxes paid (including TDS) / Refund		(2,19,80,689)
	Pre-operative Expenses written off	-	-
	Preliminary Expenses written off	16,60,022	16,60,022
	Operating profit before working capital changes	4,69,91,738	2,35,17,534
	<u>Adjusted For</u>		
	Increase / (Decrease) in Current Liabilities	1,84,45,735	(1,57,78,445)
	Increase in Loans & Advances	15,15,359	(6,48,105)
	Decrease in current assets	(1,58,86,489)	1,43,32,658
	<u>Net cash used in Operating Activities</u>	5,10,66,343	2,14,23,642
(B)	<u>CASH FLOW FROM INVESTING ACTIVITIES :</u>		
	Investment In Equity Shares		
	Decrease in non current Investment		
	Investment in fixed asset	(43,26,179.92)	(87,94,877)
	Sale of Assets	0.00	-
	(Increase)/Decrease in Fixed Deposit	(2,24,75,981)	(1,26,87,843)
	<u>Net Cash used in Investing Activities</u>	(2,68,02,161)	(2,14,82,720)
(C)	<u>CASH FLOW FROM FINANCING ACTIVITIES :</u>		
	Secured Loans	(10,23,614)	22,34,888
	Finance expenses incurred during the year	-	-
	Increase In Share Capital	-	-
	Reduction In Reserve & Surplus	-	-
	<u>Net Cash generated from Financing Activities</u>	(10,23,614)	22,34,888
	Net Increase/(Decrease) in Cash and Cash Equivalents	2,32,40,569	21,75,810
	Opening Balance of Cash and Cash Equivalents	27,15,115	5,39,305
	Closing Balance of Cash and Cash Equivalents	2,59,55,683	27,15,115
		2,32,40,569	21,75,810

On Behalf of the Board

- sd -
Dinesh Rathi
Managing Director
DIN: 02481055

- sd -
Uma Rathi
Director
DIN: 02578611

For AMIT GHARLUTE & CO.
Chartered Accountants
F.R.N. : 133252W

- sd -

- sd -
Satya Iyer
Chief Financial Officer
Date: 30.05.2019

- sd -
Ankita Daga
Company Secretary
Place : Nagpur

[CA. AMIT GHARLUTE]
Proprietor
Mem. No. : 137851

ANNEXURE INDEX

Annexure Number	Details of annexure
I	ANNUAL RETURN EXTRACTS IN MGT 9
II	PARTICULARS OF EMPLOYEES
III	SECRETARIAL AUDIT REPORT
IV	DETAILS OF CONVERSATION OF ENERGY

ANNEXURE-1

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2019

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

I.	<u>REGISTRATION AND OTHER DETAILS:</u>	
i)	CIN	L93090MH2009PLC192183
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 details	PLOT NO. 58, INGOLE NAGAR, WARDHA ROAD, 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 Services	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.	Promoters									
1	Indian									
a)	Individual/Huf	8009998	0	8009998	73.017	8009998	0	8009998	73.017	0.00
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):-	8009998	0	8009998	73.017	8009998	0	8009998	73.017	0.00
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 Shareholding of Promotor (A)=(A)(1)+(B)(2)		8009998	0	8009998	73.017	8009998	0	8009998	73.017	0.00
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)	FILs	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	175001	0	175001	1.60	205000	0	205000	1.87	0.27
ii)	Overseas	0	0	0	0	0	0	0	0	0
b)	Individuals									
	Individual Shareholders holding nominal share capital :									
i)	upto Rs. 2 Lakh	1682501	1	1682501	15.337	1567502	1	1567502	14.289	-1.0483
ii)	in excess of Rs. 2 Lakh	1045000	0	1045000	9.526	1095000	0	1095000	9.9818	0.455789
c)	Others (Specify)	0	0	0	0	0	0	0	0	0
	Non Resident Indians	0	0	0	0	0	0	0	0	0
	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	57500	0	57500	0.5242	62500	0	62500	0.5697	0.045579
	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	30000	0	30000	0.2735	0.273473
	Sub-Total(B)(2):-	2960002	1	2960002	26.983	2960002	1	2960002	26.983	0
	Total Public Shareholding (B)=(B)(1)+(B)(2)	2960002	1	2960002	26.98	2960002	1	2960002	26.98	0
C.	Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
	Grand Total (A+B+C)	10970000	1	10970000	100.00	10970000	1	10970000	100.00	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	7929900	72.29	0	7929900	72.29	0	0.00
2	Mrs. Uma Dinesh Rathi	80095	0.73	0	80095	0.73	0	0.00
3	Mrs. Ramkali Chhaganlal Rathi	1	0.00	0	1	0.00	0	0

4	Mrs.Tulsibai Bhagwatdas Bhutda	1	0.00	0	1	0.00	0	0
5	Ms. Siddhi Dinesh Rathi	1	0.00	0	1	0.00	0	0
	TOTAL	8009998	73.02	0	8009998	73.02	0	100

(iii) Change in Promoters' Shareholding (please specify, if there is no change) No Change

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	7929900	72.29	7929900	72.29
	No allotment/ transfer/ transmission has taken place	0	0	0	0
	At the End of the year	7929900	72.29	7929900	72.29
2	Mrs. Uma Dinesh Rathi				
	At the beginning of the year	80095	0.73	80095	0.73
	No allotment/ transfer/ transmission has taken place	0	0	0	0
	At the End of the year	80095	0.73	80095	0.73
3	Mrs. Ramkali Chhaganlal Rathi				
	At the beginning of the year	1	0	1	0
	No allotment/ transfer/ transmission has taken place	0	0	0	0

	At the End of the year	1	0	1	0
4	Mrs. Tulsibai Bhagwatdas Bhutda				
	At the beginning of the year	1	0	1	0
	No allotment/ transfer/ transmission has taken place	0	0	0	0
	At the End of the year	1	0	1	0
5	Ms. Siddhi Dinesh Rathi				
	At the beginning of the year	1	0	1	0
	No allotment/ transfer/ transmission has taken place	0	0	0	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 the year	
		No. of Shares	% of Shares of the Company	No. of Shares	% of Shares of the Company
1	ARYAN FOOD PRODUCTS PRIVATE LIMITED Folio No. Client ID: IN30051314103089				
	At the beginning of the year	0	0.00	0	0.00
	Transaction during the year (purchase or sale)	75000	0.68	75000	0.68
	At the End of the year	75000	0.68	75000	0.68
2	USHA GUPTA Folio No. Client ID : 1203230002586383				
	At the beginning of the year	62500	0.57	62500	0.57

	Transaction during the year (purchase or -sale)	0	0.00	0	0.00
	At the End of the year	62500	0.57	62500	0.57
3	PADMA AJEETBHAI BHANDARI Folio No. Client ID : IN30160410042983				
	At the beginning of the year	60000	0.55	60000	0.55
	Transaction during the year (purchase or sale)	0	0.00	0	0.00
	At the End of the year	60000	0.55	60000	0.55
4	ARPANA MANISH TAORI Folio No. Client ID : 1201350000096911				
	At the beginning of the year	25000	0.23	25000	0.23
	Transaction during the year (purchase or sale)	27500	0.24	27500	0.24
	At the End of the year	52500	0.47	52500	0.47
5	SANJAYKUMAR SARAWAGI Folio No. Client ID : IN30246110012890				
	At the beginning of the year	42500	0.39	42500	0.39
	Transaction during the year (purchase or sale)	7500	0.06	7500	0.06
	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	50000	0.45	50000	0.45
	Transaction during the year (purchase or sale)	0	0	0	0
	At the End of the year	50000	0.45	50000	0.45
7	LODHA TRUSTEESHIP LLP Folio No. Client ID : IN30021421852669				
		0	0	0	0

	At the beginning of the year				
	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	SUSHILA ZAVERCHAND SHAH Folio No. Client ID : 1203360000014979				
	At the beginning of the year	50000	0.45	50000	0.45
	Transaction during the year (purchase or sale)	0	0	0	0
	At the End of the year	50000	0.45	50000	0.45
9	PRAKASH MOHANLAL CHANDAK Folio No. Client ID : 1201060100099264				
	At the beginning of the year	40000	0.36	40000	0.36
	Transaction during the year (purchase or sale)	7500	0.07	7500	0.07
	At the End of the year	47500	0.43	47500	0.43
Sr.No.	Name of Top 10 Shareholders	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
10	LAXMIPAT DUDHERIA Folio No. Client ID : 1201060002182068				
	At the beginning of the year	0	0	0	0
	Transaction during the year (purchase or sale)	45000	0.41	45000	0.41
	At the End of the year	45000	0.41	45000	0.41

(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	7920000	72.29	7920000	72.29
	Increase/ Decrease during the period	0	0	0	0
	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	80095	0.73	80095	0.73
	Increase/ Decrease during the period	0	0	0	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	1	0	1	0
	Increase/ Decrease during the period	0	0	0	0
	At the End of the year	1	0	1	0
4	Mr. Aditya Dinesh Rathi: Additional 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. 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
6	Mr. Manavendra Jaypal: Independent Director Appointed on 16.08.2018				
	At the beginning of the year	0	0	0	0

	At the End of the year	0	0	0	0
7	Mr. Pravin Dattatraya Chipde: Independent Director ceased on 15.10.2018				
	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
8	Mr. Abhijeet Sharma: Chief Financial Officer: Resigned on 10.10.2018				
	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
9	Ms Satya Iyer: Chief Financial Officer Appointed on 16.10.2018				
	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
10	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	5216047.80	0.00	0.00	5216047.80
ii)	Interest due but not Paid	0.00	0.00	0.00	0.00
iii)		0.00	0.00	0.00	0.00

	Interest accrued but not due				
	Total (i+ii+iii)	5216047.80	0.00	0.00	5216047.80
Change in Indebtedness during the financial year					
	* Addition	-4004773.70	0.00	0.00	-4004773.70
	* Reduction	0.00	0.00	0.00	0.00
	Net Change	-4004773.70	0.00	0.00	-4004773.70
Indebtedness at the end of the financial year					
i)	Principal Amount	1211274.10	0.00	0.00	1211274.10
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)	1211274.10	0.00	0.00	1211274.10

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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	1440000.00	1440000.00
	(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		
	- others, specify...		
5	Others, please specify	0.00	0.00
	Total (A)	1440000.00	1440000.00
	Ceiling as per the Act	10% of net profits of the Company	

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Independent Directors		
		Jeetendra Nayak	Pravin Chipde	Manavendra Jaypal
3	Independent Directors			
	Date of Appointment	25.06.2016	25.08.2016	16.08.2018
	* 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	0.00
4	Other Directors	Executive Director		Non-Executive Director
		Uma Rathi	Siddhi Rathi	Aditya Rathi
	* Remuneration	1200000.00	150000.00	0.00
	* Commission	0.00	0.00	0.00
	* Others, please specify	0.00	0.00	0.00
	Total (2)	1200000.00	150000.00	1350000.00
	Total (B)=(1+2)	1200000.00	150000.00	1350000.00
	Total Managerial Remuneration			
	Overall Ceiling as per the Act	11% of net profits of the Company		

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

Sr. No.	Particulars of Remuneration		Key Managerial Personnel		
			Company Secretary	CFO	Total
1	Gross salary		Ankita Daga	Satya Iyer	
	(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	180000.00	108000.00	288000.00
	(b)		0.00	0.00	0.00

		Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(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
	- others, specify...		0.00	0.00	0.00
5	Others, please specify		0.00	0.00	0.00
	Total		180000.00	108000.00	288000.00

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

Date:-19.08.2019

Place:- Nagpur

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	
	18-19 <in Lakhs	17-18 <in Lakh	% of Increase/decrease from Pre Year		Revenue	Net Profit
Mr. Dinesh Rathi [Managing Director]	14.40	10.80	Increased	3.00 times	0.0063 times	0.050 times
Mr. Uma Dinesh Rathi [Executive Director]	12.00	12.00	Constant	2.50 times	0.0053 times	0.041 time
Ms. Siddhi Dinesh Rathi	1.50	0.00	Increased		Negligible	Negligible

*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	
	18-19 ₹ in Lakhs	17-18 ₹ in Lakh	% of increase from Pre Year		Revenue	Net Profit
Ms. Satya Iyer * [Chief Financial Officer]	1.08	0.00	0.00	0.45 Times	Negligible	Negligible
Ms. Ankita Daga	1.80	1.80	0.00%	0.37 times	Negligible	Negligible

*Satya Iyer appointed as the CFO w.e.f. 16.10.2018

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

The Median Remuneration of Employees (MRE) was 40000.00/- p.m

1. In the financial year, there was increase of 11% in the median remuneration employees.
2. There are 172 permanent Employees on the Rolls of the Company as on 31st March, 2019.
3. Variations in the market capitalization of the Company:
 - a. The Market Capitalization as on 31st March, 2019 is Rs. 13.10 Crores
 - b. Price earnings ratio of the Company as on 31st March, 2019 is 4.57 times.
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 company's equity shares on BSE as on 31st March, 2019 is Rs. 11.95/- representing a 19% 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.

6. 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:

- Sharad Mehendale- 16.80 Lakhs p.a.
- Praval Pratap Singh – 17.82 Lakhs p.a.
- Sanjiv Deshmukh -17.21 lakhs p.a.
- Nitesh Sharma- 18.00 lakhs p.a.

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
(Managing Director)
(DIN : 01516715)**

**Uma Rathi
(Executive Director)
(DIN : 02578611)**

**Place : Nagpur
Date : 19th August, 2019**

ANNEXURE III

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2019

[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** (hereinafter called the “Company”). Secretarial 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, 2019**, 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** (“The Company”) for the financial year ended **31st March, 2019** according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there 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 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, 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) Workmen"s Compensation Act, 1923
 - e) Employees" Provident Funds and Miscellaneous Provisions Act, 1952 (EPFMP Act)
 - f) Employees Provident Fund Scheme, 1952
 - g) Employees State Insurance Act, 1948 (the "ESI Act")
 - h) Payment of Wages Act, 1936 ("Wages Act")
 - i) Minimum Wages Act, 1948 ("MWA Act")
 - 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 Securities 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 there were no other specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

FOR KUNAL DUTT & ASSOCIATES

Sd/-

Kunal Dutt

Proprietor

C.P. No: F-8831 **M.No.** 10188

Date: 19th August, 2019

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.

Management's Responsibility

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.

Auditor's Responsibility

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: 19th August, 2019
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 has also 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 all 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	2018-19	2017-18
(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/-

Sd/-

Place : Nagpur
Date : 19th August, 2019

Dinesh Rathi
(Managing Director)
(DIN : 01516715)

Uma Rathi
(Executive Director)
(DIN : 02578611)

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 9001:2015 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 undertaken by your Company as “Project Management Consultant”.

Your Company also provides wide range of advisory services in Urban and Industrial sector with specialized expertise in 3-R (Reduce – Recycle - Reuse), 3-P (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 has been given –National Urban Water Award 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 :

The services sector is not only the dominant sector in India’s Gross Domestic Product (GDP), but has also attracted significant foreign investment flows, contributed significantly to exports as well as provided large-scale employment. India’s services sector covers a wide variety of activities such as trade, hotel and restaurants, transport, storage and communication, financing, insurance, real estate, business services, community, social and personal services, and services associated with construction.

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

KEY FINANCIAL RATIOS

There are no significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios of the Company.

RETURN ON NET WORTH

There are no change in Return on Net Worth as compared to the immediately previous financial year.

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 Company, regularly check company's internal control systems. The Board and the management review the 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-2019 was 142.

OPERATIONAL PERFORMANCE

Your Company has seen an overall growth in its business during the year. During the F.Y. 2018-19 the Company has achieved a turnover of Rs. 22.58 Crs as against the turnover of Rs. 18.62 Crs in the previous year. Net profit for the F.Y. 2018-19 stood at Rs. 2.86 Crs as against Rs. 2.86 Crs. in F.Y. 2017-18.

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/-

**Place : Nagpur
Date : 19th August, 2019**

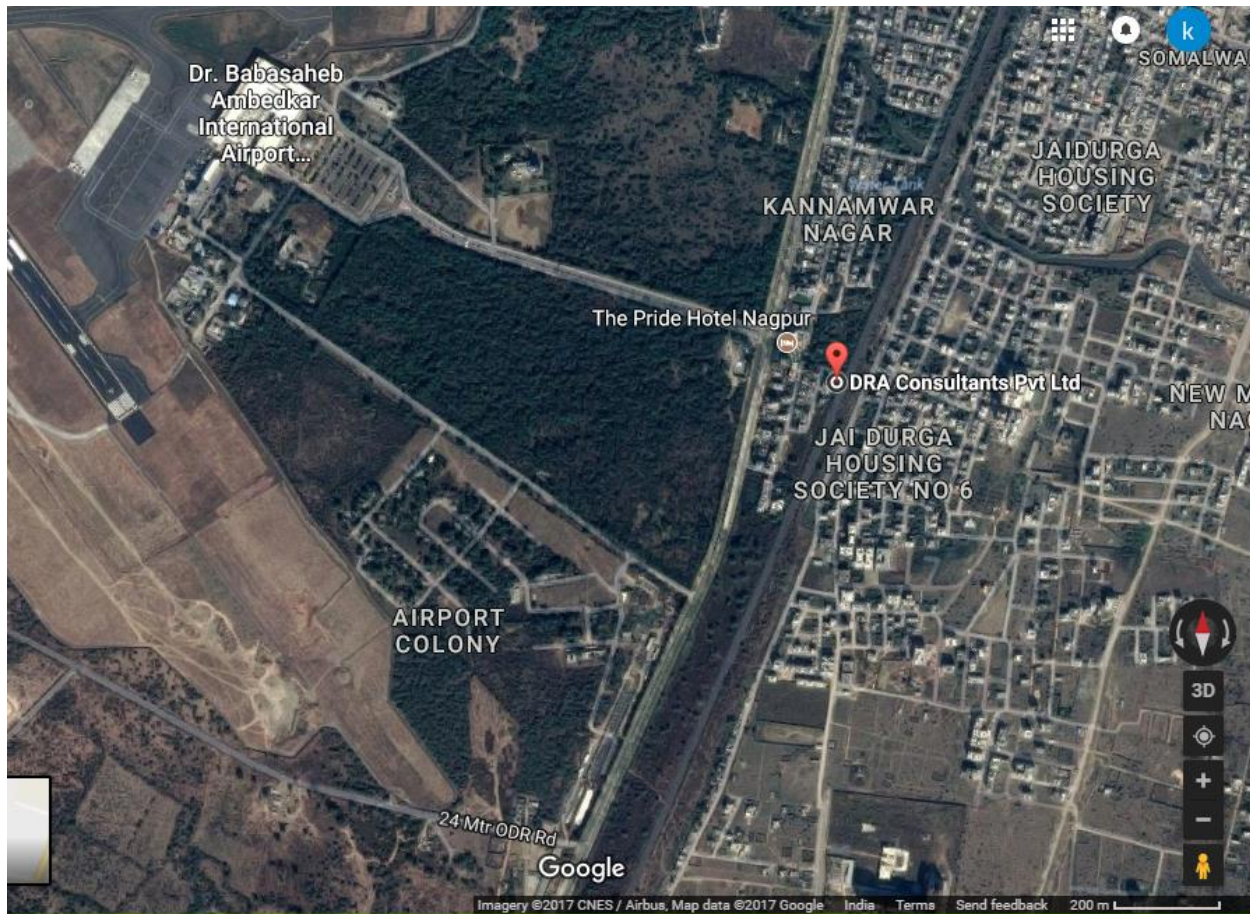
**Dinesh Rathi
(Managing Director)
(DIN : 01516715)**

**Uma Rathi
(Executive Director)
(DIN : 02578611)**

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.



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: L93090MH2009PLC192183

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

10th ANNUAL GENERAL MEETING, MONDAY, 30th SEPTEMBER, 2019 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 10th Annual general meeting of the company, to be held on **Monday the 30th day of September, 2019 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, 2019.		
2	Re-Appointment of Ms. Siddhi Dinesh Rathi, who retires by rotation and being eligible, seeks re-appointment.		
3	Ratification of appointment Statutory Auditors.		

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

Signature of shareholder.....

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

Affix 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

10th ANNUAL GENERAL MEETING, MONDAY, 30th SEPTEMBER, 2019 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 10th 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 Monday, 30th day of September, 2019 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 109(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 31 st March, 2019, together with Reports of the Board of Directors and the Auditors thereon.			
2.	Appoint Ms. Siddhi Dinesh Rathi as, a Director, who retires by rotation and being eligible offer herself for re-appointment			
3.	Ratify the appointment of M/s Amit Gharlute & Co., Chartered Accountants, Nagpur as the Statutory Auditors of the Company and fix their remuneration			

Place: Nagpur
Date: 30.09.2019

Signature of the Shareholder _____



DRA CONSULTANTS LIMITED

CIN No. L93090MH2009PLC192183

Registered. Office: 58, Ingole Nagar, Opp. Airport, Behind Hotel Pride, Wardha Road, Nagpur-440 005 (M.S.) India.
P : +91-712-3027575 | F : +91-0712-3027527 | M : +91-9922954932 | e : dra.nagpur@gmail.com | www.dra.net.in