

DRA CONSULTANTS LIMITED
CIN L93090MH2009PLC192183
PLOT NO. 58, INGOLE NAGAR, WARDHA ROAD, NAGPUR MH 440005 IN
Tel no: 0712-9922954932, Email id: dra.nagpur@gmail.com, Website: www.dra.net.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an **Extra-Ordinary General Meeting** of the company will be held on **Monday, the 20th day of April 2020 at 10.00 a.m.** at the registered office of the Company situated at Plot No. 58, Ingole Nagar, Wardha Road, Nagpur MH 440005 India, to transact the following business:

SPECIAL BUSINESS:

ITEM NO.1

APPROVAL OF RELATED PARTY TRANSACTION UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015.

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

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any of the Companies Act, 2013 and relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of Regulation 23 of Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the members be and is hereby accorded for approval of material related party transaction entered by the company with Related party namely Mr. Dinesh Rathi Managing Director for effecting the purchase/buying and transfer of the property owned by Mr. Dinesh Rathi, situated at “The Modern Nagpur, Co. Op. Housing Society Ltd., Plot no. 56, 57 & 58 and buildings ,structures constructed thereon, situated behind Hotel Pride, Somalwada Nagpur Ward no 75, Kh. No. 152/4 and 152/5. Mouza- Somalwada, P.S.K No. 44 including all easementary rights belonging there to, City Survey no 604/1 Sheet no 715/91. Tah. Distt Nagpur”, in favor of the Company “DRA Consultants Limited”

“RESOLVED FURTHER THAT the Board of Directors, be and are hereby, severally, authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolutions.”

Place: Nagpur
Date :03.03.2020

By order of the Board
For **DRA Consultants Limited**
Dinesh Rathi
Chairman

Important Notes:-

1. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday the 14th April 2020 to Monday the 20th April, 2020 (both days inclusive) in connection with this EGM.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF, SUCH A**

PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceed fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Member holding more than 10% of the total share capital of the Company is entitled to appoint a single proxy, who cannot be proxy of any other member.

3. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

During the period beginning 24 hours before the time fixed of the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of the notice in writing is given to the Company.

4. The relevant explanatory statement pursuant to Sec.102 of the Companies Act, 2013 is annexed hereto.
5. Members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.
6. In case of jointholders attending the meeting only such joint holder who is higher in the order of name will be entitled to vote.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. The Securities and Exchange of India (SEBI) has mandated the submission of Permanent Account Number(PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
9. Electronic copy of the Full Version of the notice of this EGM are being sent to all the members whose email IDs are registered with the Company/Depository Participant(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 EGM notice is being sent in the permitted mode. These members are requested to register their e-mail ids with the DP/RTA/Company.
10. Full version of the Notice of this EGM are available in the Company's website viz., www.dra.net.in/ Members desirous of receiving the EGM notice may send a request in writing to the Registrar or Company and send the same by post/courier or email with a scanned copy of the request.

11. Electronic Voting(e-Voting)

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on the Resolution set forth in the Notice convening this EGM. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again. The Company has engaged the services of National Securities Depository Limited (NSDL) for this purpose.

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on **17.04.2020 at 09.00 a.m. and ends on 19.04.2020 at 05.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in

dematerialized form, **as on the cut-off date (record date) of 13.04.2020** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

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

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

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

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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

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

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

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - a. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - b. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

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

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

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kunaldutt9@gmail.com with a copy marked to evoting@nsdl.co.in.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
 - In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
12. Mr. Kunal Dutt, Practicing Company Secretary, (C.P.No. 10188) Email id: kunaldutt9@gmail.com Mobile no.8446459870 has been appointed as the Scrutinizer to scrutinize the e-voting as well as physical ballot process in a fair and transparent manner.
 13. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e- voting period unblock the votes in the presence of atleast two(2) witnesses not in the employment of the company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the company.
 14. The result shall be declared after remote E-voting and physical ballot after the EGM of the Company and the resolutions will be deemed to be passed on the date of EGM of the Company subject to the receipt of requisite number of votes in favour of the resolution. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.dra.net.in and on the website of NSDL and communicated to the Stock Exchange.
 15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 a.m. to 06.30p.m.) Monday to Friday, except Holidays, upto and including the date of the Extra-ordinary General Meeting of the Company.
 16. Shareholders seeking any information with regard to accounts are requested to write to the Company well in advance so as to enable the Management to reply.
 17. M/s. Bigshare Services Private Limited, Mumbai are the Registrars & Share Transfer Agents for dealing with electronic form of equity shares of the Company. The ISIN Code allotted to the Company is INR000001385.
 18. Shareholders/Proxies/Authorised Representatives are requested to affix their signatures at the space provided on the Attendance Slip and surrender the same at the EGM venue.
 19. Members/Proxies/Authorised Representatives are requested to bring the copy of the EGM Notice.

BY ORDER OF THE BOARD
For DRA Consultants Limited
Dinesh Rathi
Chairman

Place: Nagpur
 Date :03.03.2020

Explanatory Statement pursuant to provisions of Sec.102(1) of the Companies Act, 2013

ITEM NO.1

Members of the Company are further requested to note that Section 188(1) of the Companies Act, 2013 read with the relevant Rules made there under requires any transaction entered into between related parties for ‘selling or otherwise disposing of, or buying, property of any kind’ where the amount involved exceeds 10 percent of or more of the net worth of the company or rupees one hundred crore, whichever is lower to be approved by the members of the Company by way of an Ordinary resolution. The said transaction of purchase/buying & transfer of Mr. Dinesh Rathi, Managing Directors’ property to the Company M/s. DRA Consultants Limited.

Pursuant to provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, all Material Related Party Transactions will require approval of the members through an ordinary resolution.

Since the aggregate value of these transaction is likely to exceed ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, the said transactions would be considered to be Material Related Party Transactions for the purpose of provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and will thus require approval of the members of the Company through an Ordinary Resolution. The Audit Committee and Board of Directors have reviewed major terms & conditions of these transactions and recommend to the members for their approval by way of an Ordinary Resolution.

The following disclosures for purchase of property from Related Party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rule, 2014.

	Name of the Related Party	Mr. Dinesh Rathi, Managing Director
(a)	Name of the Director / KMP who is related and nature of relationship	<ul style="list-style-type: none"> • Uma Dinesh Rathi – Spouse • Siddhi Dinesh Rathi- Daughter • Aditya Dinesh Rathi- Son
(b)	Nature, material terms, monetary value and particulars of the contract or arrangements	<p>The Company proposes to purchase the immovable property situated at “The Modem Nagpur, Co. Op. Housing Society Ltd., Plot no. 56, 57 & 58 and buildings ,structures constructed thereon, situated behind Hotel Pride, Somalwada Nagpur Ward no 75, Kh. No. 152/4 and 152/5. Mouza- Somalwada, P.S.K No. 44 including all easementary rights belonging there to, City Survey no 604/1 Sheet no 715/91. Tah. Distt Nagpur”, owned by Mr. Dinesh Rathi, Managing Director for a consideration of Rs. 6.45 Crs.</p> <p>The transaction with Related party is at Arm’s length Basis.</p>
(c)	Any other information relevant or important for the members to take a decision on the proposed resolution	<p>The company is currently using the said premises as its Registered office on lease rent basis. Major operations of the company and many of the employees work from the said premises. Located on Wardha Road and being very near to airport and metro station provides logistical advantage.</p> <p>Further the Company has been using the said premises since more than a decade. Members are aware that the Company does not own</p>

	<p>any immovable property, the board of Directors after seeking approval from the Audit committee considered and approved the purchase of the said immovable property owned by Mr. Dinesh Rathi, Managing Director.</p> <p>Members may also note that purchase of the said immovable property is in the interest of the company in the current real estate market prevailing in Nagpur.</p> <p>Further the idle funds lying as fixed deposits with various Banks shall be utilized for purchase of the said immovable property.</p>
--	---

Except Mr. Dinesh Rathi, Managing Director, Mrs. Uma Dinesh Rathi Director, Ms. Siddhi Dinesh Rathi Director, and Mr. Aditya Dinesh Rathi Director, none of the Directors or KMP or their relatives are related or concerned or interested, financially or otherwise in the resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 1 of the accompanying Notice for approval of the Members.

Place: Nagpur
Date :03.03.2020

BY ORDER OF THE BOARD
For **DRA Consultants Limited**
Dinesh Rathi
Chairman

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

EXTRA ORDINARY GENERAL MEETING, MONDAY, 20th APRIL, 2020 AT 10.00 A.M.:

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client ID: DP ID:

--	--	--	--	--	--	--	--	--	--

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 Extra Ordinary general meeting of the company, to be held on **Monday the 20th day of April, 2020 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
SPECIAL BUSINESS :ORDINARY RESOLUTION			
1	Approval of related party transaction under section 188 of the companies act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015		

Signed this..... day of..... 2020

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

EXTRA ORDINARY GENERAL MEETING, MONDAY , 20th APRIL, 2020 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 Extra Ordinary 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, 20th day of April, 2020 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	EquityShares		
I hereby exercise my vote in respect of Ordinary 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.	Approval of related party transaction under section 188 of the companies act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015.			

Place: Nagpur
Date: 20.04.2020

Signature of the Shareholder _____

ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING:

Landmark: Nagpur International Airport and Hotel Pride.

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



