

## NOTICE

Notice is hereby given that **9<sup>th</sup> Annual General Meeting** of the members of **M/s. DRA Consultants Limited** will be held on **Saturday, 29<sup>th</sup> September, 2018** 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 31<sup>st</sup> March, 2018, together with Reports of the Board of Directors and the Auditors thereon.
2. To appoint Mr. Dinesh Rathi as a Director, who retires by rotation and being eligible, offer himself for re-appointment.
3. To ratify the appointment of M/s Amit Gharlute & Co., Chartered Accountants, Nagpur as the Statutory Auditors of the Company and fix their remuneration.

### Special Business:

4. **To appoint Mr. Aditya Rathi (DIN: 08012021) as Non-Executive Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mr. Aditya Rathi (DIN: 08012021) who was appointed as an Additional Director with effect from December 12, 2017, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member along with a deposit proposing his candidature for the office of Director be and is hereby appointed as a Non-Executive Director of the Company whose office is liable to retire by rotation.

5. **Appointment of Mr. Manavendra Jayapal (DIN : 02499823) as a Non-Executive Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies

(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Manavendra Jayapal (DIN : 02499823) a non-executive Director of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for a term commencing from 29th September, 2018 till the Annual General Meeting held for the calendar year 2023 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

**6. Change in designation of Ms. Siddhi Dinesh Rathi from Non-Executive Director to Executive Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Articles of Association of the Company read with Section 152, 196 & 197 of the Companies Act, 2013 and all other applicable (Including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made there under, approval of the members of the company be and is hereby accorded to the change in designation of Ms. Siddhi Dinesh Rathi from Non- Executive Director to Executive Director of the company, liable to retire by rotation, effective from 01<sup>st</sup> October, 2018, as well as the payment of salary, (hereinafter referred to as "remuneration") of Rs. 25,000/- (Rupees Twenty Five Thousand only) per month.

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

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

**Registered Office:**

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

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

SD/-  
Dinesh Rathi  
Managing Director

Place: Nagpur

Date: 16<sup>th</sup> August, 2018

## NOTES

1. The Explanatory Statement, for item nos. 4, 5 and 6 pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of this notice. The relevant details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, of persons seeking appointment / re-appointment as Directors, change in designation of director under Item No. 2, 4, 5 and 6 of the Notice, are also annexed.
2. 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 9<sup>th</sup> Annual General Meeting.
3. The Register of Members and the Share Transfer books of the Company will remain closed from **Tuesday 25<sup>th</sup> Day of September 2018 to Saturday 29<sup>th</sup> Day of September 2018** (both days inclusive) for Annual General Meeting.
4. 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.
5. 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.
6. 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.
7. Electronic copy of the Notice of the 9<sup>th</sup> 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 9<sup>th</sup> Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode.
8. Members may also note that the Notice of the 9<sup>th</sup> Annual General Meeting, Attendance Slip, Proxy Form, Ballot Paper and Annual Report will also available on the Company's website [www.dra.net.in](http://www.dra.net.in) for their download.

9. 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.
10. Members are requested to bring attendance slip along with their copy of Annual Report to the meeting.
11. In case of joint holders attending the meeting, only such holder who is higher in the order of names will be entitled to vote.
12. 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.
13. The **record date** for the purpose of determining the eligibility of the Members to attend the 09<sup>th</sup> Annual General Meeting of the Company is Monday 24<sup>th</sup> Day of September 2018.
14. A person who is not a member as on the record date should treat this Notice for information purpose only.
15. 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. Monday 24<sup>th</sup> Day of September 2018.
16. 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. Monday 24<sup>th</sup> Day of September 2018, can also attend the meeting.
17. 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

**Tel No.:** 0712-2320240

**E-Mail:** investors@dineshrathi.com

**Web:** www.dra.net.in

**Place:** Nagpur

**Date:** 16<sup>th</sup> August, 2018

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

SD/-  
Ankita N. Daga  
Company Secretary

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXED TO THE NOTICE DATED 16<sup>TH</sup> AUGUST, 2018.**

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

**ITEM NO. 4:**

The Board of Directors, pursuant to the provisions of Section 161 of the Act and applicable rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 appointed Mr. Aditya Rathi (DIN 08012021) as an Additional Director holding office upto the date of the Annual General Meeting. The Company has also received notice in writing, from member along with requisite deposit under section 160 of the Act, proposing the candidature of Mr. Aditya Rathi as Non-Executive Non-Independent Director of the Company. Copy of Letter setting out terms and conditions of his appointment is available for inspection by Members as per details mentioned in the Notes.

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

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

**ITEM NO. 5:**

The Board of Directors, pursuant to the provisions of Section 161 of the Act and applicable rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 appointed Mr. Manavendra Jayapal (DIN: 02499823) as an Additional Director in the capacity of an Independent Director holding office upto the date of the Annual General Meeting. The Company has received notice in writing from a member proposing the candidature of Mr. Manavendra Jayapal as Independent Director of the Company. The appointment of Mr. Manavendra Jayapal as Independent Director is for a period of five years commencing from the ensuing Annual General Meeting till the Annual General Meeting held for the calendar year 2023. Mr. Manavendra Jayapal, has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Mr. Manavendra Jayapal fulfills the conditions specified in the Act and the rules framed thereunder for appointment as Independent Director and he is independent of the management. In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 the appointment of Mr. Manavendra Jayapal as Independent Directors is now being placed before the Members for their approval. All the relevant documents of the appointment of Mr. Manavendra Jayapal as Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company between 10:00 am to 1:00 pm on all working days, (Monday to Friday) except Second Saturdays, Sundays and holidays upto the date of Annual General Meeting and the same shall be available at the time of Annual General Meeting.

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

Mr. Manavendra Jayapal is a Bachelor of Engineer (Industrial) having around 35 years' experience in the field of Sales, Marketing and After Sales Service of Consumer & Industrial Products, Turnkey Execution of Electro-Mechanical Projects, IT Training. His expertise includes Project Planning, Management and Cost Control, Client Interaction, Vendor Management, Knowledge of Arbitration Act, Team Management, Team Building, Leadership Development, Organizational Development, Negotiation, Sales, Marketing, Operations Management, I.T Infrastructure Management Services.

He is currently a Managing Director in Arul Tech & Marketing Private Limited and Managing Partner in Arul Electronics. He is also a Director in NPGL Institute of Technology and IIHT Nagpur.

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

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

**ITEM NO. 6:**

The members are apprised that Ms. Siddhi Rathi was appointed as Non-Executive Director of the Company. Over the period she has acquired knowledge and technical skills in various projects including the Project management consultancy for implementation of continuous (24x7) pressurized water supply system in 60% Area of Pimpri Chinchwad Municipal Corporation, Project on Sea water Intrusion Capstone Project at the University of Massachusetts, Amherst, USA. The Nomination & Remuneration Committee and the Board of Directors in its respective meetings held are of the opinion that her active association with the company as an Executive Director would be in the interest of the company. In this regard, the committee & the Board has proposed to appoint her as Executive Director of the company at a fixed remuneration of Rs. 25000/- (Rupees Twenty Five Thousand only) per month. The appointment of Ms. Siddhi Rathi as such shall take effect from 01<sup>st</sup> Day of October, 2018 and requires the approval of the Shareholders of the company by way of Special Resolution passed in the general meeting as per the provisions of section 152, 196, 197 and other applicable provisions, if any, of the Companies Act, 2013. Based on the recommendation of the Nomination & Remuneration Committee & the Board, the matter is recommended to the shareholders for their approval for change in designation of Ms. Siddhi Rathi from Non-Executive Director to Executive Director of the company at a fixed remuneration of Rs. 25000/- (Rupees Twenty Five Thousand only) per month.

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

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



### ANNEXURE TO AGM NOTICE

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

Name of the Director	Mr. Dinesh Rathi	Mr. Aditya Rathi	Mr. Manavendra Jayapal	Ms. Siddhi Rathi
Date of Birth	26 <sup>th</sup> January, 1967	02 <sup>th</sup> April, 1999	02 <sup>nd</sup> April, 1967	6 <sup>th</sup> May, 1996
Qualification	B.E (Industrial), ICWAI	Pursuing B.E (Mechanical)	B.E (Industrial)	B.E (Civil)
Brief Resume of the Director	Financial Engineer having 25 years of experience in the field of Water supply and Sewerage. He has expertise in the Financial Structuring, reviewing and assessing the PPP project structure, risk and financing options of the project. Establish the project financial management system; Prepare financial management guidelines and operating instructions, prepare financial and accounts manuals, disbursement claims and other related financial documentation; Undertake financial viability analysis for the subsequent tranches. Identify potential buyers / Customers through PPP	Pursuing B.E (Mechanical)	Over 35 years' experience in the various fields of Sales, Marketing and After Sales Service of Consumer & Industrial Products, Turnkey Execution of Electro-Mechanical Projects, IT Training.	Over the period she has acquired knowledge and technical skills in various projects including the Project management consultancy for implementation of continuous (24x7) pressurized water supply system in 60% Area of Pimpri Chinchwad Municipal Corporation, Project on Sea water Intrusion Capstone Project at the University of Massachussets, Amherst, USA
Expertise in Specific Functional Area	Developing performance based contracts on different model at water management projects in all cities. Contract managem	C++, AutoCAD	Project Planning, Management and Cost Control , Leadership , Operations Management, I.T Infrastructure	MATLAB, Solidworks, WaterGems, Staad.Pro, AutoCAD, C++, Visual MODFLOW, SEWER etc.

	ent and Performance Monitoring of the contractor. Training. Project Completion and Progress Report. PPP modality & its implementation. Bid documents on PPP mode. Prevailing models of PPP & its implementation in the project. Bid Evaluation and contract formulation		Management Services.	
Date of 1 <sup>st</sup> Appointment in the current designation	05.05.2009	12.12.2017	16.08.2018	25.08.2016
Shareholding in the Company (No. of Shares)	7929900	NIL	NIL	1
Directorships	Dental Imaging Centre Private Limited	-	Arul Tech and Marketing Private Limited	-
Memberships/Chairmanship of Committee of Other Companies	NIL	NIL	NIL	NIL
Inter-se relationship between Directors and other KPM's	Mrs. Uma Rathi - Wife Ms. Siddhi Rathi - Daughter Mr. Aditya Rathi - Son	Mr. Dinesh Rathi - Father Mrs. Uma Rathi - Mother Ms. Siddhi Rathi - Sister	NIL	Mr. Dinesh Rathi - Father Mrs. Uma Rathi - Mother Mr. Aditya Rathi - Bother
Remuneration Last Drawn	Rs. 10,00,000/-	NIL	NIL	NIL