

NOTICE

Notice is hereby given that **14th Annual General Meeting** of the members of **M/s. DRA Consultants Limited** will be held on **Saturday, 30th September, 2023** 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, 2023, together with Reports of the Board of Directors and the Auditors thereon.**

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT the audited financial statements (standalone) of the Company for the Financial Year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

- 2. To appoint Ms. Siddhi Dinesh Rathi (DIN 07041816) as a director, who retires by rotation and being eligible offer herself for re-appointment.**

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Siddhi Dinesh Rathi (DIN: 07041816), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS:

- 3. Re-appointment of Mr. Manavendra Jayapal (DIN 02499823) as an Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149(10), 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 (‘Act’) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Manavendra Jayapal (DIN: 02499823), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section

149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from September 30, 2023 till September 29, 2028;

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to do all such acts deeds, matters and things as may be considered necessary desirable or expedient to give effect to this resolution.”

4. Revision in the remuneration of Mr. Aditya Dinesh Rathi, Executive Director (DIN 08012021) of the company.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act') (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions of the Act including any amendment(s), statutory modification(s) or reenactment(s) thereof for the time being in force and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the members be and is hereby accorded for revision in remuneration of Mr. Aditya Rathi (DIN: 08012021), Executive Director, with effect from 01st April, 2023.

RESOLVED FURTHER THAT the revised remuneration of Rs. 50,000/- per month be paid to Mr. Aditya Rathi, Executive Director of the company w.e.f. 01st April, 2023.

FURTHER RESOLVED THAT the remuneration mentioned above is inclusive of all perquisites payable to Mr. Aditya Rathi and which is within the maximum limit prescribed under the Companies Act, 2013.

FURTHER RESOLVED THAT Board of Directors of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

Registered Office:

Plot No. 58, Ingole Nagar,
Wardha Road, Nagpur- 440005,
Maharashtra, India
Place: Nagpur
Date: 14th August 2023

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

Sd/-
Dinesh Rathi
Managing Director
01516715

NOTES

1. The **Register of Members and the Share Transfer Books** of the Company will remain **closed** from **Sunday the 24th September 2023 to Saturday the 30th September, 2023** (both days inclusive) in connection with this AGM.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF, SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceed fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Member holding more than 10% of the total share capital of the Company is entitled to appoint a single proxy, who cannot be proxy of any other member.
3. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

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

4. The relevant explanatory statement pursuant to Sec.102 of the Companies Act, 2013 is annexed hereto.
5. Members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.
6. In case of joint holders attending the meeting only such joint holder who is higher in the order of name will be entitled to vote.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. The Securities and Exchange of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.

9. Electronic copy of the Full Version of the notice of this AGM are being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes These members are requested to register their e-mail ids with the DP/RTA/Company. Full version of the Notice of this AGM is also available on the Company's website viz., www.dra.net.in Further in view of the COVID-19 pandemic, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and had provided relaxations to AGMs of companies thereby dispensing with the requirement of printing and dispatch of annual reports to shareholders.

10. **Electronic Voting(e-Voting)**

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

BIGSHARE I-VOTE E-VOTING SYSTEM

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- i. The voting period begins on 27th September, 2023 at 09.00 a.m. and ends on 29th September, 2023 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 i.e., 23rd September, 2023 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password, please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.

- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote, select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.

- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

Registered Office:

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

Place: Nagpur
Date: 14th August 2023

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

Sd/-

Dinesh Rathi
Managing Director
01516715

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER.

ITEM NO: 03

The Board of Directors at its meeting held on August 16, 2018 had appointed Mr. Manavendra Jayapal as an Additional Director of the Company to hold office till the next Annual General Meeting.

Further, the Members at the Annual General Meeting held on September 29, 2018 appointed Mr. Manavendra Jayapal as an Independent Director to hold office for a term of 5 years. Accordingly, the tenure of Mr. Manavendra Jayapal, as an Independent Director is due for expire on August 15, 2023.

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/reappointment of a Director.

In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Independent Directors shall be appointed by the Board of Directors of the Company, based on the nomination received from Nomination and Remuneration Committee of the Company, constituted by the Board, in accordance with Applicable Law and the Independent Director(s) to be so appointed shall be persons of high standing, good repute and widely acknowledged as experts in their respective field, which the Board deems beneficial to the Company.

After taking into account the performance evaluation, during his first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Manavendra Jayapal during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting held on August 14, 2023 has considered, approved and recommended the re-appointment of Mr. Manavendra Jayapal as an Independent Directors for a second term of five years with effect from August 16, 2023, to the Board of Directors for their approval.

The Board of Directors at its meeting held on August 14, 2023 has approved the proposal for reappointment of Mr. Manavendra Jayapal as an Independent Director for a second term of five consecutive years with effect from August 16, 2023 subject to approval of the Shareholders.

Mr. Manavendra Jayapal is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as a Director. In the opinion of the Board, Mr. Manavendra Jayapal continues to fulfil the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

The brief resume of Mr. Manavendra Jayapal, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors are provided in Annexure to the Notice pursuant to the provisions of (i) Companies Act, 2013 (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Except Mr. Manavendra Jayapal, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO: 04

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

Further considering the involvement and active association of Mr. Aditya Rathi in the working of company, the Nomination & Remuneration Committee and the Board of Directors in its respective meetings held, has proposed to appoint him as Executive Director of the company at a fixed remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) per month effective from 01st Day of October, 2021 and subsequently the said appointment and change in designation of Mr. Aditya Rathi from Non-Executive Director to Executive Director of the company at a fixed remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) per month was approved by 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.

After the appointment as an Executive Director, he acquires the knowledge in the field of Business Development, Tendering, Project Executions etc. over the period of two years thereby eligible for appreciation as well the revision in the remuneration. Based on the recommendation of the Nomination & Remuneration Committee & the Board, the matter is recommended to the shareholders for their approval for revision in remuneration of Mr. Aditya Rathi, Executive Director of the company from Rs. 30,000/- (Rupees Thirty Thousand only) per month to Rs. 50,000/- (Rupees Fifty Thousand only) w.e.f., 01st April, 2023.

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

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

ANNEXURE TO NOTICE

ITEM NO: 02

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	Ms. Siddhi Dinesh Rathi
DIN	07041816
Date of Birth	06 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 Massachusetts, 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	RCR Engineering and Investments Private Limited
Memberships/Chairmanship of Committee of Other Companies	NIL
Inter-se relationship between Directors and other KMP's	Mr. Dinesh Rathi – Father Mrs. Uma Rathi- Mother Mr. Aditya Rathi- Brother
Remuneration Last Drawn	NIL

ITEM NO: 03

Name of the Director	Mr. Manavendra Jayapal
DIN	02499823
Date of Birth	02 nd April, 1966
Qualification	Bachelor of Engineer (Industrial)
Brief Resume of the Director	Experience of around 35 years 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 & Reconciliation Act 1996, Team Management, Team Building, Leadership Development, Organizational Development, Negotiation, Sales, Marketing, Operations Management, I.T Infrastructure Management Services.
Expertise in Specific Functional Area	Project Planning, Management and Cost Control, Leadership Development, Operations Management, I.T Infrastructure Management Services.
Date of 1 st Appointment	16.08.2018
Shareholding in the Company (No. of Shares)	NIL
Directorships	Arul Tech And Marketing Private Limited
Memberships/Chairmanship of Committee of Other Companies	Arul Tech And Marketing Private Limited
Inter-se relationship between Directors and other KMP's	-----
Remuneration Last Drawn	-----

PROXY FORM

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

DRA CONSULTANTS LIMITED

CIN: L93090MH2009PLC192183

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

14TH ANNUAL GENERAL MEETING, SATURDAY, 30TH SEPTEMBER, 2023 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 **14th Annual General Meeting** of the company, to be held on **Saturday, the 30th day of September, 2023 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 31 st March, 2023.		
2	Appointment of Ms. Siddhi Dinesh Rathi (DIN 07041816), Director, who retires by rotation and, being eligible, has offered herself for re-appointment.		
SPECIAL BUSINESS:			
3	Re-appointment of Mr. Manavendra Jayapal (DIN 02499823) as an Independent Director of the Company.		
4	Revision in the remuneration of Mr. Aditya Dinesh Rathi, Executive Director (DIN 08012021) of the company.		

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

Signature of shareholder.....

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

Revenue
Stamp of Re. 1/-

NOTES:

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

ATTENDANCE SLIP**CIN: L93090MH2009PLC192183****14th ANNUAL GENERAL MEETING, Saturday, 30th September, 2023 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 14th 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 Saturday, 30th day of September, 2023 at 10 A.M.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note:

Please fill up the attendance slip and hand it over at the entrance of the meeting hall.

Members are requested to bring their copies of the Annual Report to the meeting.

Form MGT 12**Polling Paper**

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

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

BALLOT PAPER

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

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

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
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ORDINARY BUSINESS:

1.	Receive, consider and adopt the Audited financial statements of the Company for the Financial Year ended 31 st March, 2023, together with Reports of the Board of Directors and Auditors thereon.			
2.	Appointment of Ms. Siddhi Dinesh Rathi (DIN 07041816), Director, who retires by rotation and, being eligible, has offered herself for re-appointment.			

SPECIAL BUSINESS:

3.	Re-appointment of Mr. Manavendra Jayapal (DIN 02499823) as an Independent Director of the Company.			
4.	Revision in the remuneration of Mr. Aditya Dinesh Rathi, Executive Director (DIN 08012021) of the company.			

Place: Nagpur

Date: 30.09.2023

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.

