

NOTICE

Notice is hereby given that **15th Annual General Meeting** of the members of **M/s. DRA Consultants Limited** will be held on **Monday, 30th September, 2024** 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, 2024, 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, 2024 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 Mr. Aditya Dinesh Rathi (DIN 08012021) as a director, who retires by rotation and being eligible offer himself 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, Mr. Aditya Dinesh Rathi (DIN 08012021), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS:

3. **Change in Designation of Mr. Dinesh Rathi (DIN 01516715) from Managing Director to Chairman cum 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 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) rules & regulations made there under, Board of Directors of the Company has approved the change in designation of Mr. Dinesh Rathi (DIN 01516715) from Managing Director to Chairman cum Executive Director of the company, liable to retire by rotation, effective from 01st April, 2024, subject to shareholders approval.

RESOLVED FURTHER THAT any of the Board of Directors or the Key Managerial Personnel (KMP) 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."

4. Change in Designation of Mr. Aditya Rathi (DIN 08012021) from Executive Director to Managing Director.

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 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and rules & regulations made there under, Board of Directors of the Company has approved the change in designation of Mr. Aditya Rathi (DIN 08012021) from 'Executive Director' to 'Managing Director' with effect from April 01, 2024 and for a period of 5 years upto March 31, 2029 subject to shareholders approval. Mr. Aditya Rathi has also been appointed as the whole time key managerial personnel by the Board of Directors of the Company.

RESOLVED FURTHER THAT, subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration of Rs. 50,000/- p.m. inclusive of all perquisites with effect from 01st April, 2024 payable to Mr. Aditya Rathi (DIN: - 08012021). The aggregate of salary and perquisites in any financial year shall not exceed the limits specified by the provisions of the Companies Act, 2013, read with Schedule V to the said Act as may for the time being, be in force. In the event of loss or inadequacy of profits, the Executive Director shall be paid the same

salary as mentioned in above and he shall also continue to enjoy all the perquisites as mentioned in above.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter and vary terms and conditions of appointment and/or remuneration subject to the provisions of Section 197 any other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors or the Key Managerial Personnel (KMP) 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.”

5. **Appointment of Mrs. Renuka Saurabh Borole (DIN:10735899) as a Non-Executive Independent Director.**

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 Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mrs. Renuka Saurabh Borole (DIN:10735899) who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from 14th August, 2024 and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as an independent Director of the Company not liable to retire by rotation, for a term of five (05) years, with effect from August 14, 2024 to August 13, 2029.

FURTHER RESOLVED THAT Board of Directors and/or KMP of the Company be and is hereby authorized 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.”

6. **Revision in the remuneration of Mr. Aditya Dinesh Rathi, Managing 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 October, 2024.

RESOLVED FURTHER THAT the revised remuneration of Rs. 1,00,000/- per month be paid to Mr. Aditya Rathi, Managing Director of the company w.e.f. 01st October, 2024.

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 and/or KMP of the Company be and is hereby authorized 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 2024

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

Sd/-
Aditya Rathi
Managing Director
DIN 08012021

NOTES

1. The **Register of Members and the Share Transfer Books** of the Company will remain **closed** from **Tuesday, the 24th September 2024 to Monday, the 30th September, 2024** (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/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 and 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, 2024 at 09.00 a.m. and ends on 29th September, 2024 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, 2024 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.nsdl.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-

	<p>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> <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	<p>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.</p>

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
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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 2024

By order of the Board For DRA CONSULTANTS LIMITED

Sd/-

Aditya Rathi
Managing Director
08012021

**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

Mr. Dinesh Rathi is the promoter and director of the company. He has been appointed as the director since 2009 and designated as a Managing Director of the company with effect from July 02, 2016. Mr. Dinesh Rathi, is an Engineer and is a member of Institute of Cost Accountant of India. He has guided the Company in growth to emerge as a leading consultant Company. However, due to Mr. Dinesh Rathi's multiple commitments and considering the executive responsibility that Mr. Dinesh Rathi would assume within the DRA, the Board of Directors (at their meeting held on 28th March, 2024), proposed the re-designation of Mr. Dinesh Rathi as the Chairperson & Executive Director.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of Members.

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

The Board commends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for the approval by the Members.

ITEM NO.: 04

The Board of Directors of the Company based on the recommendation of the Nomination & Remuneration Committee, has appointed Mr. Aditya Rathi as the Managing Director of the Company, in place of the existing MD, Mr. Dinesh Rathi, for a period of five years from 01st April, 2024 upto 31st March, 2029 upon the terms and conditions hereinafter indicated, subject to approval of the Members. The profile of Mr. Aditya Rathi is provided as part of explanatory statement to Item 4 of the notice.

The detailed remuneration payable to Mr. Aditya Rathi is provided in Item No. 6 of explanatory statement.

Powers & Responsibilities as the Managing Director:

- a. As the Managing Director Mr. Aditya Rathi will carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company (hereinafter called “the Board”) shall from time to time in its absolute discretion determine and entrust to him, subject, nevertheless to the provisions of the Companies Act, 2013 or any statutory modifications or re-enactment thereof for the time being in force.
- b. MD will, to the best of his skill and ability, endeavor to promote the interests and welfare of the Company and to conform to and comply with the directions & regulations of the Company and also such orders and directions as may from time to time be given to him by the Board.
- c. MD shall at all times act in the best interests of the Company and all its stakeholders and keep the Board informed of any developments or matters that have materially impaired, or are reasonably likely to materially impair, the interests of the Company and/or any of its stakeholders.
- d. Subject to the superintendence, control and direction of the Board, MD shall (i) have the general control of the business of the Company and be vested with the Management and day to day affairs of the Company (ii) have the authority to enter into contracts on behalf of the Company in the ordinary course of business and (iii) have the authority to do and perform all other acts and things which in the ordinary course of such business he may consider necessary or proper in the best interest of the Company.
- e. MD shall devote the whole of his time, attention and abilities to manage the business of the Company and shall use his best endeavour to promote its interest and welfare.
- f. The terms & conditions of appointment and the payment of remuneration to MD may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its discretion deem fit and in accordance with the provisions of the Companies Act, 2013 or any amendments made hereafter in this regard and within the overall approval given by the Shareholders.
- g. If at any time the MD ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be the MD.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval.

Except, Mr. Aditya Rath, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution at Item No. 4 of the Notice. Mr. Aditya Rath is not related to any other Director or Key Managerial Personnel of the Company, except Mr. Dinesh Rath (Director), Mrs. Uma Rath (Executive Director), and Ms. Siddhi Rath (Non- Executive Director) are in any way concerned or interested in the proposed appointment of Mr. Aditya Rath as Managing Director of the company.

ITEM NO.: 05

Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, it is proposed to appoint Mrs. Renuka Saurabh Borole as an Independent Director of the Company.

In terms of Section 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, appointment of Independent Directors requires the approval of shareholders.

The Company has received from Mrs. Renuka Saurabh Borole, consent in writing to act as director in Form DIR-2 and declaration to the effect that she is not disqualified to be appointed as director in Form DIR-8. In the opinion of the Board Mrs. Renuka Saurabh Borole fulfils the conditions for appointment as Independent Director as specified in Companies Act, 2013 and is independent of the management. The proposed Independent Director has significant professional expertise and rich experience across a wide spectrum of functional areas and hence the Board considered that his association with the Company would be of immense benefit to the Company.

A brief profile of the proposed Independent Director is provided below:

Mrs. Renuka Saurabh Borole is practicing Chartered Accountant in the field of Taxation, Financing, Accounting, Internal Audit, Statutory Audit having expertise in GST. Along with FCA also holds M.Com degree. She is also a member of JCI, Orange City. She deliberated lectures in various organizations on various topics under GST Laws. She have got working experience as Chartered Accountant at Lasenor Charbhuj Industries Pvt Ltd from May 2008 to Dec 2010 and at CDET Explosive Industries Pvt Ltd from

Jan 2011 to Nov 2016. Mrs. Renuka Saurabh Borole also brings a strong governance perspective and regulatory interface and knowledge, specifically in the Banking/Financial Services and Technology domains.

The Board of Directors recommends the resolution set out in Item No. 5 of the notice for approval of the Members. None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mrs. Renuka Saurabh Borole are in any way concerned or interested in this resolution.

ITEM NO.: 06

Mr. Aditya Rathi, is the Managing Director of the company. He has been appointed as the director since 2017 and designated as a Managing Director of the company with effect from April 01, 2024. Mr. Aditya Rathi, a professional with a Bachelor of Engineering (B.E.) degree in Mechanical Engineering and a CFA Level 1 (US) cleared, Aditya Rathi has extensive hands-on experience in the overall management and supervision of major water supply and sewerage projects for prominent municipal corporations, including Pimpri Chinchwad Municipal Corporation (PCMC), Nagpur Municipal Corporation (NMC), Nagpur Metropolitan Region Development Authority (NMRDA), Chennai Metropolitan Water Supply and Sewerage Board (CMWSSB), and Indore Municipal Corporation (IMC).

He possesses advanced technical skills in engineering consultancy services, particularly in the cement industry. He brings a unique combination of technical and commercial skills to the company's management.

His expertise includes a good understanding of both engineering and the financial aspects which are key for successful execution of various projects. He has guided the Company in growth to emerge as a leading consultant Company. Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Aditya Rathi, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting has approved the appointment and revision in remuneration of Mr. Aditya Rathi, Managing Director, from Rs.50,000/- to Rs.100000/- per month subject to the approval of shareholders, as set out in the resolution being item no. 6 of the accompanying notice w.e.f. 01st October, 2024 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.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mr. Aditya Rathi, Managing Director, the Company has no profits or its profits are inadequate, the

Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 6 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:-

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.

The Nomination and Remuneration Committee at its meeting held on 14th August, 2024 has approved the above remuneration payable to Mr. Aditya Rathi, Managing Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

Except the change above, all other terms and conditions of his appointment as Managing Director of the Company as approved by the members of the Company shall remain unchanged.

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.: 04

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. Aditya Dinesh Rathi
DIN	08012021
Date of Birth	20 th April, 1999
Qualification	B.E (Mechanical)
Brief Resume of the Director	<p>A professional with a Bachelor of Engineering (B.E.) degree in Mechanical Engineering and a CFA Level 1 (US) cleared, Aditya Rathi has extensive hands-on experience in the overall management and supervision of major water supply and sewerage projects for prominent municipal corporations, including Pimpri Chinchwad Municipal Corporation (PCMC), Nagpur Municipal Corporation (NMC), Nagpur Metropolitan Region Development Authority (NMRDA), Chennai Metropolitan Water Supply and Sewerage Board (CMWSSB), and Indore Municipal Corporation (IMC).</p> <p>He possesses advanced technical skills in engineering consultancy services, particularly in the cement industry. He brings a unique combination of technical and commercial skills to the company's management.</p> <p>His expertise includes a good understanding of both engineering and the financial aspects which are key for successful execution of various projects.</p>
Expertise in Specific Functional Area	C++, AutoCAD along with skills and knowledge of designing of compressed air and water supply system of a Cement Plant.
Date of 1 st Appointment	12.12.2017
Shareholding in the Company (No. of Shares)	NIL
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 Ms. Siddhi Rathi - Sister
Remuneration Last Drawn	Rs. 50,000/- P.M.

ITEM NO.: 05

Name of the Director	Mrs. Renuka Saurabh Borole
DIN	10735899
Date of Birth	15/09/1984
Qualification	Chartered Accountant, M.Com
Brief Resume of the Director	<p>She is practicing Chartered Accountant in the field of Taxation, Financing, Accounting, Internal Audit, Statutory Audit having expertise in GST. Along with FCA also holds M.Com degree.</p> <p>She is also a member of JCI, Orange City. She deliberated lectures in various organizations on various topics under GST Laws.</p> <p>She have got working experience as Chartered Accountant at Lasenor Charbhujia Industries Pvt Ltd from May 2008 to Dec 2010 and at CDET Explosive Industries Pvt Ltd from Jan 2011 to Nov 2016.</p>
Expertise in Specific Functional Area	GST
Date of 1 st Appointment	14.08.2024
Shareholding in the Company (No. of Shares)	NIL
Directorships	-----
Memberships/Chairmanship of Committee of Other Companies	-----
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

15TH ANNUAL GENERAL MEETING, MONDAY, 30TH SEPTEMBER, 2024 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 **15th Annual General Meeting** of the company, to be held on **Monday, the 30th day of September, 2024 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, 2024.		
2	Appointment of Mr. Aditya Dinesh Rathi (DIN 08012021), Director, who retires by rotation and, being eligible, has offered himself for re-appointment.		
SPECIAL BUSINESS:			
3.	Change in Designation of Mr. Dinesh Rathi (DIN 01516715) from Managing Director to Chairman cum Director.		
4.	Change in Designation of Mr. Aditya Rathi (DIN 08012021) from Executive Director to Managing Director.		
5.	Appointment of Mrs. Renuka Saurabh Borole (DIN: 10735899) as a Non-Executive Independent Director.		
6.	Revision in the remuneration of Mr. Aditya Dinesh Rathi, Managing 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****15th ANNUAL GENERAL MEETING, MONDAY, 30TH SEPTEMBER, 2024 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 15th 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, 2024 at 10.00 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
ORDINARY BUSINESS:				
1.	Receive, consider and adopt the Audited financial statements of the Company for the Financial Year ended 31 st March, 2024, together with Reports of the Board of Directors and Auditors thereon.			
2.	Appointment of Mr. Aditya Dinesh Rath (DIN 08012021), Director, who retires by rotation and, being eligible, has offered himself for re-appointment.			
SPECIAL BUSINESS:				
3.	Change in Designation of Mr. Dinesh Rath (DIN 01516715) from Managing Director to Chairman cum Director.			
4.	Change in Designation of Mr. Aditya Rath (DIN 08012021) from Executive Director to Managing Director.			
5.	Appointment of Mrs. Renuka Saurabh Borole (DIN: 10735899) as a Non-Executive Independent Director.			

6.	Revision in the remuneration of Mr. Aditya Dinesh Rath, Managing Director (DIN 08012021) of the company.			
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Place: Nagpur
Date: 30.09.2024

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.

