

**Date: 03.09.2020**

To,  
**The Bombay Stock Exchange Limited (BSE Ltd)**  
Listing /Compliance Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001

**BSE Scrip Code: 540144**

Dear Sir/Madam,



Sub: Submission of Annual Report of the Company for the financial year 2019-20 pursuant to Regulation 34 (1) of SEBI (LODR) Regulations, 2015.

With respect to cited subject, please find enclosed herewith copy of Annual Report of the Company for the financial year 2019-20 pursuant to Regulation 34 (1) of Securities and Exchange SEBI (LODR) Regulations, 2015.

You are requested to take the above on your records.

Thanks & Regards

**FOR DRA CONSULTANTS LIMITED**

Ankita N. Daga

**Company Secretary & Compliance Officer**

# 2020 ANNUAL REPORT



**DRA**

Urban | Water | Efficiency

**CORPORATE INFORMATION**

**CIN:**

L93090MH2009PLC192183

**CHAIRMAN & MANAGING DIRECTOR:**

Mr. Dinesh Chhaganlal Rath

**INDEPENDENT DIRECTOR:**

Mr. Jeetendra Chandrakant Nayak

Mr. Manavendra Jaypal

**EXECUTIVE DIRECTOR:**

Mrs. Uma Dinesh Rath

Ms. Siddhi Dinesh Rath

**NON- EXECUTIVE DIRECTOR:**

Mr. Aditya Dinesh Rath

**CHIEF FINANCIAL OFFICER:**

Mr. Ravindra Ashok Gaikwad

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Ms. Ankita Navneet Daga

**BANKER:**

ICICI Bank Limited,  
Nagpur

**AUDITORS:**

**STATUTORY AUDITOR:**

Amit Gharlute & Co.

Chartered Accountants, Nagpur

**INTERNAL AUDITOR:**

KND & Associates

Chartered Accountants, Nagpur

**SECRETARIAL AUDITOR:**

Kunal Dutt & Associates

Company Secretaries, Nagpur

**REGISTERED OFFICE:**

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

Tel No.: 0712-2320240

E-Mail: [investors@dra.net.in](mailto:investors@dra.net.in)

Web: [www.dra.net.in](http://www.dra.net.in)

**REGISTRAR & TRANSFER AGENT:**

Bigshare Services Pvt. Ltd

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

Tel No.: 022 6263 8200

Web: [www.bigshareonline.com](http://www.bigshareonline.com)

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## NOTICE

Notice is hereby given that **11<sup>th</sup> Annual General Meeting** of the members of **M/s. DRA Consultants Limited** will be held on **Wednesday, 30<sup>th</sup> September, 2020** 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, 2020, together with Reports of the Board of Directors and the Auditors thereon.
2. To appoint Mr. Aditya 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.

### Registered Office:

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

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

SD/-

Dinesh Rathi  
Managing Director  
01516715

Place: Nagpur

Date: 28<sup>th</sup> August 2020

## NOTES

1. The **Register of Members and the Share Transfer Books** of the Company will remain **closed** from Thursday the **24<sup>th</sup> September 2020 to Wednesday the 30<sup>th</sup> September, 2020** (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 jointholders attending the meeting only such joint holder who is higher in the order of name will be entitled to vote.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. The Securities and Exchange of India (SEBI) has mandated the submission of Permanent Account Number(PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
9. Electronic copy of the Full Version of the notice of this 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/](http://www.dra.net.in/). Further in view of the CoVID-19 pandemic, MCA vide circular dated May 5, 2020 and SEBI vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 , 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 National Securities Depository Limited (NSDL) for this purpose.

**The instructions for shareholders voting electronically are as under:**

- i. The voting period begins on **27.09.2020 at 09.00 a.m. and ends on 29.09.2020 at 05.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, **as on the cut-off date (record date) of 23.09.2020** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- ii. The shareholders are requested to follow the below mentioned procedure to e-vote:

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

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

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

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

**Details on Step 1 is mentioned below:**

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

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



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

5. Your password details are given below:

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

the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kunaldutt9@gmail.com](mailto:kunaldutt9@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  - In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
11. Mr. Kunal Dutt, Practicing Company Secretary, (C.P.No.10188) Email id: [kunaldutt9@gmail.com](mailto:kunaldutt9@gmail.com) Mobile no. 8446459870 has been appointed as the Scrutinizer to

- scrutinize the e-voting as well as physical ballot process in a fair and transparent manner.
12. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e- voting period unblock the votes in the presence of atleast two(2) witnesses not in the employment of the company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the company.
  13. The result shall be declared after remote E-voting and physical ballot after the AGM of the Company and the resolutions will be deemed to be passed on the date of AGM of the Company subject to the receipt of requisite number of votes in favour of the resolution. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.dra.net.in](http://www.dra.net.in) and on the website of NSDL and communicated to the Stock Exchange.
  14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 a.m. to 06.30 p.m.) Monday to Friday, except Holidays, upto and including the date of the Annual General Meeting of the Company.
  15. Shareholders seeking any information with regard to accounts are requested to write to the Company well in advance so as to enable the Management to reply.
  16. M/s. Bigshare Services Private Limited, Mumbai are the Registrars & Share Transfer Agents for dealing with electronic form of equity shares of the Company. The ISIN Code allotted to the Company is INR000001385.
  17. Shareholders/Proxies/Authorised Representatives are requested to affix their signatures at the space provided on the Attendance Slip and surrender the same at the AGM venue.
  18. Members/Proxies/Authorised Representatives are requested to bring the copy of the AGM Notice.

**Registered Office:**

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

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

SD/-

Dinesh Rathi  
Managing Director  
01516715

Place: Nagpur

Date: 28<sup>th</sup> August, 2020

## ANNEXURE TO NOTICE

**Details of the Director Seeking re-appointment at the 11<sup>th</sup> Annual general Meeting Director seeking re-appointment at the 11<sup>th</sup> Annual General Meeting:**

### **ANNEXURE OF ITEM NO : 02**

Name of the Director	Mr. Aditya Dinesh Rathi
Date of Birth	20 <sup>th</sup> April, 1999
Qualification	Pursuing B.E (Mechanical)
Brief Resume of the Director	He was involved in urban infrastructure projects of the Company which dealt with water, sewerage, drainage, roads, street lighting and urban amenities projects. • Also worked on the complete design of compressed air and water supply system of a cement plant.
Expertise in Specific Functional Area	C++, AutoCAD, Designing, MATLAB, CATIA
Date of 1 <sup>st</sup> Appointment	12.12.2017
Shareholding in the Company (No. of Shares)	NIL
Directorships	U70109MH2020PTC342214 - RCR ENGINEERING AND INVESTMENTS PRIVATE LIMITED
Memberships/Chairmanship of Committee of Other Companies	NIL
Inter-se relationship between Directors and other KPM's	Mr. Dinesh Rathi- Father Mrs. Uma Rathi – Mother Ms. Siddhi Rathi - Sister
Remuneration Last Drawn	NIL

## DIRECTORS' REPORT

To,  
The Members,

Your Directors are pleased to present the **11<sup>th</sup> Annual Report** on the business and operations of the Company and the financial results for the year ended 31<sup>st</sup> March, 2020.

### 1. FINANCIAL PERFORMANCE (Amount in ₹)

PARTICULARS	2019-20	2018-19
Revenue from operations	204402928.03	225875719.45
Other Income	5751602.00	4238906.00
<b>Total Expenditure</b>	<b>182425293.96</b>	<b>183519163.73</b>
Finance Cost	856931.04	1263745.89
Depreciation	5265657.75	6230744.73
<b>Profit before taxation</b>	<b>21606647.28</b>	<b>39100971.11</b>
Tax Expenses	5084722.65	10452041.14
<b>Net Profit</b>	<b>16521924.63</b>	<b>28648929.96</b>

During the year under the review, Revenue from operations of the Company stood at Rs. 20.44 Crs. as against the revenue from operations of Rs. 22.58 Crs in the previous year. Net profit for the period stood at Rs. 1.65 Crs as against Rs. 2.86 Crs.in the previous year.

### KEY PROJECTS:

- Consultancy services for preparation of comprehensive water supply and sewerage master plan for 2 Urban Sectors (South B and East A) of Nagpur Metropolitan region.
- Design and project management Consultancy services for capacity enhancement of Ravet pumping station and Nigadi Water Treatment Plant (WTP) by 100 MLD.
- Additional work under AMRUT of Project Management Consultancy for implementation and operation and maintenance of Continuous (24x7) Pressurized Water Supply system in 60% Area of Pimpri-Chinchwad Municipal Corporation.
- Project Management Consultancy for implementation of Continuous (24x7) Pressurized Water Supply system in 60% Area of Pimpri-Chinchwad Municipal Corporation O&M Phase.
- Energy Audit for pumping machineries equipments instruments and electrical system in sewage Treatment Plant and sewage pump House in PCMC area.

- consultancy Services for PPP Design and transaction support for interception and diversion works (I&D) and Sewage treatment Plant in Budhana and Muzaffarnagar in Uttar Pradesh.
- consultancy Services for PPP Design and transaction support for interception and diversion works (I&D) and Sewage treatment Plant in Asansol, Burwan and Durgapur Municipalities in West Bengal.
- Design consultancy Services for Khatumba to Samalasar brine Pipeline replacement- Tata Chemical Limited Project.
- Technical and Engineering Consultancy Services for utilities i.e Water, Sewerage, Compressed air, cooling Process water system, Fire fighting, Fuel Oil System and Power Plant of CG Cement at Sardeba Palpa Nepal.
- Consultancy Services Review and recommendations on utilities drawings of Mangrol L3 and reviews and recommendation on drawings of Nimbahera at JK Cement project.
- Project Management consultancy For Implementation of Continuous (24x7) Pressurized Water Supply system in 60% Area of Pimpri-Chinchwad Municipal Corporation.
- Project Management Services for Sourcing of Water from Andra Dam and Bhama Askhed Dam for Pimpri-Chinchwad City
- Project Management Consultancy Services for ABD Area Water Supply and Sewerage Network System Improvement Work Indore Smart City.
- Project Management Consultancy Services for Water Supply and Sewerage Improvement Works including SCADA for Indore Municipal Corporation under AMRUT Yojana Indore PMC.
- Implementation of 24X7 Water Supply Project for un-interrupted Water Supply and Reduction of Non-Revenue Water / Unaccounted-for Water with Improvement in Level of Services to the Consumers for Nagpur City through PPP.
- Project Management & Construction Supervision for Augmentation to Nagpur City Water Supply, Pench-IV Scheme for Nagpur Municipal Corporation – A Project Sanctioned under Jawaharlal Nehru National Urban Renewal Mission.
- Improvement and Revamping the existing Water Supply System including Water Audit, Consumers Survey, GIS Mapping, Measures to Reduce Non Revenue Water / Unaccounted-for Water, Achievement of Service Level Benchmark and Upgrading the System for Continuous (24X7) Water Supply to the command area of Ahmedabad Municipal Corporation
- Preparation of Detailed Project Report (Pre-Feasibility Report and Transactional Advisory Services) for Funding and O&M of 40 Electric Buses for Nagpur City under DHI FAME Scheme Phase II for Urban Transport System of Nagpur Municipal Corporation, Transport Department.

## 2. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

The Shareholders at their meeting held on 20th April, 2020 has approved related party transaction under section 188 of the Companies Act, 2013 and Regulation 23 OF SEBI (LODR) Regulations, 2015 of transfer of immovable property of Mr. Dinesh Rathi, Managing Director to the Company M/s. DRA Consultants Limited for a consideration of Rs. 6.50 Crs.

## 3. CHANGE IN THE NATURE OF BUSINESS, IF ANY

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

## 4. DIVIDEND

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

## 5. TRANSFER TO RESERVES

Your Company proposes to transfer Rs. 16521924.63/-to the General Reserve.

## 6. MEETINGS:

### A. BOARD MEETINGS

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

SR. NO.	DATE OF MEETING	TOTAL NO OF DIRECTORS AS ON MEETING	ATTENDANCE
1.	12.04.2019	6	5
2.	24.05.2019	6	6
3.	30.05.2019	6	6
4.	28.07.2019	6	5
5.	19.08.2019	6	4
6.	17.09.2019	6	4
7.	14.11.2019	6	4
8.	06.01.2020	6	5
9.	18.02.2020	6	4
10.	03.03.2020	6	5

### B. COMMITTEE MEETINGS:

#### • AUDIT COMMITTEE MEETINGS



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

Sr. No.	Date of meeting	Total no of directors as on meeting	Attendance
1	30.05.2019	3	3
2	14.11.2019	3	3
3	06.01.2020	3	3

## 7. COMPOSITION OF COMMITTEES

The composition, terms of reference and other details of all Board level committees have been elaborated below:

### A. AUDIT COMMITTEE

#### BRIEF DESCRIPTION AND TERMS OF REFERENCE

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

#### COMPOSITION AND MEETING:

Composition of Audit Committee as on 31<sup>st</sup>March, 2020:

Name of the Director	Status in Committee	Nature of Directorship	Number of Meetings held during the Financial Year 2019-20	
			Held	Attended
Mr. Jeetendra Nayak	Chairman	Independent Director	3	3
Mr. Dinesh Rathi	Member	Chairman and Managing Director	3	3
Mr. Manavendra Jaypal	Member	Independent Director	3	3

### B. NOMINATION AND REMUNERATION COMMITTEE

#### BRIEF DESCRIPTION AND TERMS OF REFERENCE

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

#### COMPOSITION:

Composition of Nomination and Remuneration Committee as on 31<sup>st</sup>March, 2020

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

During the year, on **03<sup>rd</sup> March, 2020**, Nomination and Remuneration Committee Meeting was held.

### C. NOMINATION AND REMUNERATION POLICY

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

#### Criteria and Qualification for Nomination & Appointment

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.

- A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/ satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Whole time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

#### Policy on Remuneration

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

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

- To ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.
- No director/KMP/other employee are involved in deciding his or her own remuneration.
- The trend prevalent in the similar industry, nature and size of business are kept in view and given due weightage to arrive at a competitive quantum of remuneration.
- It is to be ensured that relationship of remuneration to the performance is clear & meets appropriate performance benchmarks which are unambiguously laid down and communicated.

- Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
- Provisions of all applicable laws with regard to making payment of remuneration to the Board of Directors, KMP and Senior Management, as maybe applicable from time to time, shall be complied.
- Whenever, there is any deviation from the Policy, the justification/reasons should also be indicated/ disclosed adequately.

### **Managing Director and Executive Directors**

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

### **Non-executive Directors**

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

### **Key Managerial Personnel and other senior employees**

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

## **D. STAKEHOLDER'S RELATIONSHIP COMMITTEE**

### **BRIEF DESCRIPTION AND TERMS OF REFERENCE**

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

### **COMPOSITION:**

Composition of Stakeholder's Relationship Committee as on 31<sup>st</sup> March, 2020:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Jeetendra Nayak	Chairman	Independent Director

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

## E. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

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

## 8. DIRECTORS AND KEY MANAGERIAL PERSONS:

### A. COMPOSITION OF THE BOARD:

Sr. No.	Name of the Director	Designation	Appointment	Resignation
1.	Mr. Dinesh Chhaganlal Rathi	Managing Director	05.05.2009	----
2.	Mrs. Uma Dinesh Rathi	Executive Director	05.05.2009	----
3.	Ms. Siddhi Dinesh Rathi	Executive Director	25.08.2016	----
4.	Mr. Jeetendra Chandrakant Nayak	Independent Director	25.06.2016	----
5.	Mr. Manavendra Jaypal	Independent Director	16.08.2018	----
6.	Mr. Aditya Dinesh Rathi	Non Executive Director	12.12.2017	----

### -Retirement by Rotation

Pursuant to provisions of the Companies Act, 2013, Mr. Aditya Dinesh Rathi (DIN: 08012021) Director will retire at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

### B. COMPOSITION OF KEY MANAGERIAL PERSONNEL

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

Sr. No.	Key Managerial personnel	Designation	Appointment	Resignation
1	Ms. Ankita N Daga	Company Secretary	04.07.2016	-----
2	Mr. Ravindra Ashok Gaikwad	Chief Financial Officer	05.03.2020	-----
3	Ms. Satya Iyer	Chief Financial Officer	16.10.2018	20.02.2020

## 9. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

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

## 10. RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. Further, enclosing Form AOC-2 in "ANNEXURE I"

## 11. CHANGES IN SHARE CAPITAL

There was no Change in the Share Capital structure of the Company. The Share Capital structure at March 31, 2020 stood as mentioned below:

PARTICULARS	NO. OF SHARES	SHARE CAPITAL (IN RS.)
Authorised Share Capital	12000000	Rs. 12,00,00,000.00/-
Paid up Share Capital	11970000	Rs. 11,97,00,000.00/-

## 12. VIGIL MECHANISM

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

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

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

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

## 13. DIRECTORS RESPONSIBILITY STATEMENT

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

- a) in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2020 the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 31<sup>st</sup> March, 2020 and of the loss of the company for that period.
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts for the period ended 31<sup>st</sup> March, 2020 on a going concern basis.
- e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **14. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

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

#### **15. EXTRACT OF ANNUAL RETURN**

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

#### **16. PARTICULARS OF EMPLOYEES**

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

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

#### **17. REGISTRAR AND TRANSFER AGENT**

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

## **18. AUDITORS**

### **A. STATUTORY AUDITORS:**

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

### **AUDITOR'S REPORT:**

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

### **B. SECRETARIAL AUDITOR**

The Board has appointed M/s. Kunal Dutt & Associates, Practicing Company Secretaries, to conduct Secretarial Audit of the Company for the financial year ended 31<sup>st</sup> March, 2020 in compliance with the provisions of Section 204 of the Companies Act, 2013.

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

### **C. INTERNAL AUDITOR**

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

The Board has re-appointed M/s K N D & Associates, Chartered Accountant (FRN: 112180W) as Internal Auditor to conduct the Internal audit of your Company for the financial year 2020-21.

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

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

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

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



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

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

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

There were no material changes and commitments in the business operations of the Company from the Financial Year ended 31<sup>st</sup> March, 2020 to the date of signing of the Director's Report.

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

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

## **24. RISK MANAGEMENT**

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

## **25. FORMAL ANNUAL EVALUATION**

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

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

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

## **27. MECHANISM FOR BOARD EVALUATION**

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

independent directors shall be done by the entire Board of Directors, excluding the Director being evaluated.

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

## **28. CORPORATE GOVERNANCE**

Since the Company has listed its securities on SME platform of BSE Limited during the year under review, the provisions of Corporate Governance as specified in regulations of SEBI (LODR) Regulation, 2015 are not applicable to the Company for the financial year ended 31st March 2020.

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

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

## **30. SECRETARIAL STANDARDS**

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

### **GENERAL**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.

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

#### **ACKNOWLEDGMENT**

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

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

<b>Place : Nagpur</b> <b>Date : 28<sup>th</sup> August, 2020</b>	<b>Sd/-</b> <b>Dinesh Rathi</b> <b>(Managing Director)</b> <b>(DIN : 01516715)</b>	<b>Sd/-</b> <b>Uma Rathi</b> <b>(Executive Director)</b> <b>(DIN : 02578611)</b>
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## INDEPENDENT AUDITOR'S REPORT

**To the Members of**

**DRA Consultants Limited.**

### Opinion

We have audited the financial statements of DRA Consultants Limited, which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profit and its cash flows for the year ended on that date.

### Basis for Opinion

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

### Key Audit Matters

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

### Management's Responsibility for Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls,

that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease Operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

#### **Report on Other Legal and Regulatory Requirements**

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

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from the branches not visited by us.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls are applicable to Company as per Notification issued by MCA under Companies Act, 2013 which specified in **Annexure B** of the Audit Report.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements

- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For AMIT GHARLUTE & CO.  
Chartered Accountants

**SD/-**

CA. AMIT GHARLUTE  
Proprietor  
Membership No. 137851  
Firm Reg. No.: 133252W  
Nagpur, June, 30, 2020  
UDIN: 20137851AAAACQ1870

Date: 30/06/2020

## **ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2020, we report that:

- i.
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) As explained to us, fixed assets, according to the practice of the company, The Fixed Assets have been physically verified by the management in a phased manner, designed to, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
  - c) The Title deeds of immovable properties are held in the name of the Company.
- ii. The company does not have inventory; hence clause 4(ii) of the order is not applicable to the company.
- iii. In respect of loans, secured or unsecured Loan granted by the company to Companies, firms or other relatives covered in Register under Section 189 of the Companies Act, 2013 according to the information and explanations given to us :
  - a) During the year, The Company has not granted any unsecured Loans to parties covered in the register maintained under section 189 the Companies Act, 2013 ('the Act').
- iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- vii.
  - (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2020 for a period of more than six months from the date on when they become payable.
  - b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks.
- ix. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further



public offer including debt instruments and Term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

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

For AMIT GHARLUTE & CO.  
Chartered Accountants

**SD/-**

CA. AMIT GHARLUTE  
Proprietor  
Membership No. 137851  
Firm Reg. No.: 133252W  
Nagpur, June, 30, 2020  
UDIN: 20137851AAAACQ1870

Date: 30/06/2020

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

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

We have audited the internal financial controls over financial reporting of DRA Consultants Limited as of 31-Mar-2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors’ Responsibility**

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

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting

principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

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

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31-Mar-2020.

For AMIT GHARLUTE & CO.  
Chartered Accountants

**SD/-**

CA. AMIT GHARLUTE  
Proprietor  
Membership No. 137851  
Firm Reg. No.: 133252W  
Nagpur, June, 30, 2020  
UDIN: 20137851AAAACQ1870

Date: 30/06/2020

## **SIGNIFICANT ACCOUNTING POLICIES**

### **1. Company Overview**

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

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

### **2. Basis of preparation**

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

### **3. Use of Estimates**

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

### **4. Fixed Assets**

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

### **5. Depreciation**

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

### **6. Investment**

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

## 7. Revenue Recognition

### Service Contract & Sales

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

## 8. Taxation

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

## 9. Retirement Benefits

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

## 10. Others

Previous year figures have been regrouped & rearranged where necessary.

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

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

### On Behalf of the Board

-sd-  
**Dinesh Rathi**  
Managing Director  
DIN: 01516715

-sd-  
**Uma Rathi**  
Director  
DIN: 02578611

-sd-  
**Ravindra Gaikwad**  
Chief Financial Officer  
Date: 30.06.2020

-sd-  
**Ankita Daga**  
Company Secretary  
Place : Nagpur

### As Per Our Report of Even Date Attached

**For AMIT GHARLUTE & CO.**

**Chartered Accountants**  
**F.R.N. : 133252W**

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

**M/S DRA CONSULTANTS LTD., NAGPUR**  
**BALANCE SHEET AS AT 31st MARCH 2020**

(AMOUNT IN Rs.)

PARTICULARS		NOTE NO.		31-03-2020	31-03-2019
<b>A. EQUITY AND LIABILITIES</b>					
1	<b>Shareholder's Funds</b>				
	(a) Share Capital	1		109700000.00	109700000.00
	(b) Reserves and Surplus	2		117779951.58	101291586.95
2	<b>Non-Current Liabilities</b>				
	(a) Long-term Borrowings	2A		97176.50	1211274.10
	(b) Deferred Tax Liabilities (Net)			-	0.00
	(c) Other Long Term Liabilities			-	0.00
	(d) Long Term Provisions			-	0.00
3	<b>Current Liabilities</b>				
	(a) Short Term Borrowings	3		0.00	0.00
	(b) Trade Payables	4		17129170.15	28842732.65
	(c) Other Current Liabilities			-	0.00
	(d) Short Term Provisions	5		40898060.73	36309901.73
<b>Total :</b>				<b>285604358.96</b>	<b>277355495.43</b>
<b>B. ASSETS</b>					
1	<b>Non-Current Assets</b>				
	(a) Fixed assets				
	(i) Tangible assets	6		9443096.08	11955559.83
	(ii) Intangible assets			-	0.00
	(iii) Capital work-in-progress			-	0.00
	(iv) Intangible assets under development			-	0.00
	(b) Non-current investments	7		118757348.03	76412890.00
	(c) Long term loans and advances	8		8775152.00	5731002.00
	(d) Other non-current assets	9		3109405.91	4416189.76
<b>Total (1)</b>				<b>140085002.02</b>	<b>98515641.59</b>
2	<b>Current Assets</b>				
	(a) Current investments			-	0.00
	(b) Inventories			-	0.00
	(c) Trade receivables	10		71891629.48	79148442.30
	(d) Cash and cash equivalents	11		7542157.41	25955683.49
	(e) Short-term loans and advances	12		66085570.05	73735728.05
	(f) Other current assets			-	0.00
<b>Total (2)</b>				<b>145519356.94</b>	<b>178839853.84</b>
<b>Total (1+2)</b>				<b>285604358.96</b>	<b>277355495.43</b>

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

**On Behalf of the Board**

**As Per Our Report of Even Date Attached**

SD/-

SD/-

**Dinesh Rathi**  
 Managing Director  
 DIN: 01516715

**Uma Rathi**  
 Director  
 DIN: 02578611

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

SD/-

SD/-

SD/-

**Ravindra Gaikwad**  
 Chief Financial Officer  
**Date: 30.06.2020**

**Ankita Daga**  
 Company Secretary  
**Place : Nagpur**

**[CA AMIT P. GHARLUTE]**  
**PROPRIETOR**  
**Mem. No. : 137851**  
**UDIN :20137851AAAACQ1870**

**M/S DRA CONSULTANTS LTD., NAGPUR**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2020**

(AMOUNT IN Rs.)

PARTICULARS		NOTE NO.	31-03-2020	31-03-2019
I	Revenue from operations	13	204402928.03	225875719.45
II	Other Income	14	5751602.00	4238906.00
III	<b>Total Revenue (I +II)</b>		<b>210154530.03</b>	<b>230114625.45</b>
IV	Expenses:			
	Cost of materials consumed		-	-
	Purchase of Stock-in-Trade		-	-
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
	Employee benefit Expenses	15	61187627.00	64502333.00
	Financial costs	16	856931.04	1263745.89
	Depreciation and amortization expense		5265657.75	6230744.73
	Other expenses	17	121237666.96	119016830.73
	<b>Total Expenses(IV)</b>		<b>188547882.75</b>	<b>191013654.35</b>
V	Profit before exceptional and extraordinary items and	(III - IV)	21606647.28	39100971.10
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax	(V - VI)	21606647.28	39100971.10
VIII	Extraordinary Items		-	-
IX	Profit before tax	(VII - VIII)	21606647.28	39100971.10
X	Tax Expense:			
	(1) Current tax		5437961.00	11276720.00
	(2) Deferred tax		(353238.35)	(824678.86)
XI	Profit(Loss) from the period from continuing	(VII-VIII)	16521924.63	28648929.96
XII	Profit/(Loss) from discontinuing operations		-	-
XIII	Tax expense of discounting operations		-	-
XIV	Profit/(Loss) from Discontinuing operations	(XII - XIII)	-	-
XV	Profit/(Loss) for the period	(XI + XIV)	16521924.63	28648929.96
XVI	Earning per equity share:			
	(1) Basic	18	1.51	2.61
	(2) Diluted		1.51	2.61

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

**On Behalf of the Board**

**As Per Our Report of Even Date Attached**

SD/-

SD/-

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

**Dinesh Rathi**  
 Managing Director  
 DIN: 01516715

**Uma Rathi**  
 Director  
 DIN: 02578611

SD/-

SD/-

SD/-

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

**Ravindra Gaikwad**  
 Chief Financial Officer  
**Date: 30.06.2020**

**Ankita Daga**  
 Company Secretary  
**Place : Nagpur**



**M/S DRA CONSULTANTS LTD., NAGPUR**  
**CASH FLOW STATEMENT AS ON 31st MARCH, 2020.**

(Amount in Rs.)

	Particulars	As At 31/03/2020	As At 31/03/2019
<b>(A)</b>	<b><u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
	Net Profit/ (Loss) before tax as per Profit & Loss A/c	2,16,06,647	3,91,00,971
	<u>Adjusted For</u>		
	Bad Debt and Other Deduction	73,25,666	-
	Depreciation	52,65,658	62,30,745
	Direct taxes paid (including TDS) / Refund	-	-
	Preliminary Expenses written off	16,60,022	16,60,022
	Operating profit before working capital changes	2,85,32,327	4,69,91,738
	<u>Adjusted For</u>		
	Increase / (Decrease) in Current Liabilities	(1,25,63,365)	1,84,45,735
	Increase in Loans & Advances	(30,44,150)	15,15,359
	Decrease in current assets	1,49,06,971	(1,58,86,489)
	<u>Net cash used in Operating Activities</u>	<b>2,78,31,784</b>	<b>5,10,66,343</b>
<b>(B)</b>	<b><u>CASH FLOW FROM INVESTING ACTIVITIES :</u></b>		
	Investment In Equity Shares		
	Decrease in non current Investment		
	Investment in Fixed asset	-2753194	(43,26,180)
	Sale of Assets		-
	( Increase )/Decrease in Fixed Deposit	(4,23,44,458)	(2,24,75,981)
	<u>Net Cash used in Investing Activities</u>	<b>(4,50,97,652)</b>	<b>(2,68,02,161)</b>
<b>(C)</b>	<b><u>CASH FLOW FROM FINANCING ACTIVITIES :</u></b>		
	Secured Loans	(11,14,098)	(10,23,614)
	Finance expenses incurred during the year	-	-
	Increase In Share Capital	-	-
	Reduction In Reserve & Surplus	(33,560)	-
	<u>Net Cash generated from Financing Activities</u>	<b>(11,47,658)</b>	<b>(10,23,614)</b>
	Net Increase / (Decrease) in Cash and Cash Equivalents	<b>(1,84,13,526)</b>	<b>2,32,40,569</b>
	Opening Balance of Cash and Cash Equivalents	2,59,55,683	27,15,115
	Closing Balance of Cash and Cash Equivalents	75,42,157	2,59,55,683
		<b>(1,84,13,526)</b>	<b>2,32,40,569</b>

**For On Behalf of the Board**

SD/-  
**Dinesh Rathi**  
Managing Director  
DIN: 01516715

SD/-  
**Uma Rathi**  
Director  
DIN: 02578611

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

SD/-  
**Ravindra Gaikwad**  
Chief Financial Officer  
**Date: 30.06.2020**

SD/-  
**Ankita Daga**  
Company Secretary  
**Place : Nagpur**

SD/-  
**[CA. AMIT GHARLUTE]**  
**Proprietor**  
**Mem. No. : 137851**

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

**NOTE - '1' : SHARE CAPITAL :**

SR.NO.	PARTICULARS		AMOUNT AS AT 31/03/2020	AMOUNT AS AT 31/03/2019
	AUTHORISED CAPITAL 12000000 Equity Shares of Rs.10/- each		120000000	120000000
	ISSUED, SUBSCRIBED AND PAID UP CAPITAL 10970000 Equity shares of Rs.10/- each fully paid up		109700000	109700000
	<b>TOTAL :</b>		<b>109700000.00</b>	<b>109700000</b>

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

SR.NO.	PARTICULARS	AS AT 31/03/2020		AS AT 31/03/2019	
		NO.	AMOUNT	NO.	AMOUNT
(i)	Shareholders outstanding at the beginning of the year	10970000	109700000	10000	100000
(ii)	Add : Shares issued during the year	0	0.00	10960000	109600000
(iii)	Less : Shares bought back during the year	0	0.00	0	0.00
(iv)	Shares outstanding at the end of the year	10970000	109700000	10970000	109700000

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

SR.NO.	PARTICULARS	AS AT 31/03/2020		AS AT 31/03/2019	
		NO.	% OF HOLDING	NO.	% OF HOLDING
(i)	Dinesh Chhaganlal Rathi	7929900	72.29%	7929900	72.29%

**M/S DRA CONSULTANTS LTD., NAGPUR**  
**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020**

SR.NO.	PARTICULARS		AMOUNT AS AT 31/03/2020	AMOUNT AS AT 31/03/2019
	<b>NOTE - `2' : RESERVES &amp; SURPLUS :</b>			
(i)	Profit & Loss A/c			
	As per last Balance Sheet		101291586.95	72642656.99
	Less : Appropriation		(33560.00)	0.00
	Add: Profit for the year		16521924.63	28648929.96
		<b>TOTAL</b>	<b>117779951.58</b>	<b>101291586.95</b>
	<b>NON CURRENT LIABILITIES</b>			
	<b>NOTE - `2A' : LONG TERM BORROWINGS :</b>			
(i)	Secured Loans			
	ICICI Ford Car Loan		97176.50	1211274.10
		<b>TOTAL</b>	<b>97176.50</b>	<b>1211274.10</b>
	<b>CURRENT LIABILITIES</b>			
	<b>NOTE - `3' : SHORT TERM BORROWINGS :</b>			
(i)	Secured Loans			
	ICICI-OD(2180)		0.00	0.00
		<b>TOTAL</b>	<b>0.00</b>	<b>0.00</b>
	<b>NOTE - `4' : TRADE PAYABLES :</b>			
	Sundry Creditors & Other Credit Balances		17129170.15	28842732.65
		<b>TOTAL</b>	<b>17129170.15</b>	<b>28842732.65</b>
	<b>NOTE - `5' : SHORT TERM PROVISIONS :</b>			
	<b>(a) Provisions</b>			
	Provision for Income Tax		36117939.73	30679978.73
	Salary Payable		4529615.00	5195756.00
	EPF Payable		105924.00	134068.00
	ESIC Payable		18107.00	55946.00
	Profession Tax Payable		26475.00	30075.00
	TDS Payable		100000.00	214078.00
		<b>TOTAL</b>	<b>40898060.73</b>	<b>36309901.73</b>
	<b>NOTE - `7' : NON CURRENT INVESTMENTS :</b>			
	FDR with Banks		89582930.00	76312890.00
	FDR with SBI		0.00	0.00
	Mutual Fund		29099418.03	25000.00
	Others in Demat A/c.		75000.00	75000.00
	FDR with UBI		0.00	0.00
	Auto sweep ICICI Bank		0.00	0.00
		<b>TOTAL</b>	<b>118757348.03</b>	<b>76412890.00</b>

<b>NOTE-'8' : LONG TERM LOANS AND ADVANCES :</b>				
<b>(a) Security Deposit</b>				
EMD		5786104.00	5250104.00	
Security Deposit (MSEDCL)		5970.00	5970.00	
BSE Deposit		296000.00	296000.00	
Rent Deposit		2452000.00	0.00	
VAT Deposit		25000.00	25000.00	
Security Deposit (PCMC Project)		28150.00	52000.00	
Security Deposit (Client)		80000.00	0.00	
Security Deposit (Stem)		101928.00	101928.00	
	<b>TOTAL</b>	<b>8775152.00</b>	<b>5731002.00</b>	
<b>NOTE - '9' : OTHER NON CURRENT ASSETS</b>				
(a) Preliminary Expenses				
(To the extent not written off)		3320044.40	4980066.60	
Incurred during the year		0.00	0.00	
Less : Written off		(1660022.20)	(1660022.20)	
(b) Deferred Tax Asset		1449383.71	1096145.36	
	<b>TOTAL</b>	<b>3109405.91</b>	<b>4416189.76</b>	
<b>NOTE - '10' : TRADE RECEIVABLES :</b>				
(a) Sundry Debtors & Other Debit Balance		71891629.48	79148442.30	
	<b>TOTAL</b>	<b>71891629.48</b>	<b>79148442.30</b>	
<b>NOTE - '11' : CASH AND CASH EQUIVALENTS :</b>				
(a) Cash and Bank Balances :				
Cash in Hand		412577.49	540059.49	
Bank Balances :				
ICICI Bank (624205011804)		100000.00	100000.00	
ICICI Bank -488		4599.17	4854.49	
ICICI Bank -596		38230.92	21934.88	
ICICI Bank -517		1416879.15	9157466.91	
ICICI-OD(2180)		3159363.46	13119128.38	
State Bank of India-111		1551101.98	2370675.98	
State Bank of India-3959		386531.50	387534.50	
ICICI Bank -012		115390.32	162107.81	
ICICI Bank -014		21468.82	8766.45	
Union Bank of India		73640.60	73640.60	
State Bank of India-Trust		262374.00	9514.00	
	<b>TOTAL</b>	<b>7542157.41</b>	<b>25955683.49</b>	
<b>NOTE - '12' : SHORT TERM LOANS &amp; ADVANCES :</b>				
<b>(a) Loans &amp; Advances to Related Parties</b>				
<b>(b) Others</b>				
TDS		3878643.00	3878643.00	
TDS Receivable A.Y.2018-19		40667379.05	40667379.05	
TCS Receivable A.Y.2018-19		32156.00	32156.00	
TDS Receivable A.Y.2019-20		21449392.00	0.00	
Advances to Sub Contractors		0.00	7172550.00	
Other Advances (Site)		0.00	0.00	
Vidarbha Infotech Pvt. Ltd.		0.00	20550000.00	
Prashant Ugemuge		0.00	1300000.00	
Salary Advances		58000.00	135000.00	
	<b>TOTAL</b>	<b>66085570.05</b>	<b>73735728.05</b>	

<b>NOTE - 13' : REVENUE FROM OPERATION :</b>				
	Professional Receipts		204402928.03	225875719.45
		<b>TOTAL</b>	<b>204402928.03</b>	<b>225875719.45</b>
<b>NOTE - 14' : OTHER INCOME :</b>				
	Interest Received & Accrued		5591142.00	4229265.00
	Misc. Receipts		10500.00	9641.00
	Profit on Redemption of Mutual Fund		149960.00	0.00
		<b>TOTAL</b>	<b>5751602.00</b>	<b>4238906.00</b>
<b>NOTE - `15' : EMPLOYEE BENEFIT EXPENSES :</b>				
	Salary & Bonus		58240283.00	61853789.00
	Remuneration to Directors		2940000.00	2640000.00
	Staff Welfare		7344.00	8544.00
		<b>TOTAL</b>	<b>61187627.00</b>	<b>64502333.00</b>
<b>NOTE - `16' : FINANCE COST :</b>				
	Bank Interest & Charges		856931.04	1263745.89
		<b>TOTAL</b>	<b>856931.04</b>	<b>1263745.89</b>
<b>NOTE - `17' : OTHER EXPENSES :</b>				
	Advertisement Expenses		49843.00	61093.00
	Audit Fees		170000.00	179000.00
	Bad Debts/Write offs		7325665.55	0.00
	Director's Expenses		0.00	0.00
	Deduction By Clients		9973357.50	4226318.75
	Donation		301100.00	2497100.00
	Loss on Redemption of Mutual Fund		3172829.20	0.00
	Seminar & Training Expenses		4431722.58	28000.00
	Electricity Expenses		470450.00	468890.00
	Insurance		1434055.00	481621.00
	Interest On TDS		27960.00	33015.00
	Interest On ST		0.00	0.00
	Interest On LWF		0.00	654.00
	Interest On OD		0.00	322965.00
	Interest On Vehicle Loan		60222.40	150706.30
	Legal Expenses		345890.00	84935.00
	Membership & Subscription		79680.00	0.00
	Office Expenses		1506924.64	2074941.65
	Payment to Sub-Contractor		31986961.00	50090751.00
	Postage & Courier		54711.00	165229.00
	Priliminary Expenses W/o		1660022.20	1660022.20
	Printing & Stationery		1261051.00	1515164.90
	Professional Charges		33264097.00	32625921.00
	Rent Rate & Taxes		5261049.00	2737561.00
	Repair & Maintenance		872389.00	1751762.11
	GST & Cess		2716417.36	2721730.42
	Site Expenses		7480515.31	8168964.23
	Telephone & Internet Expenses		386333.00	373338.00
	Tender Expenses		109273.00	440466.00
	Tours & Travelling		6835148.22	6152281.17
	Late Filing Fees(TDS)		0.00	4400.00
		<b>TOTAL</b>	<b>121237666.96</b>	<b>119016830.73</b>

<b>NOTE - `18' : EARNING PER SHARE :</b>				
(i)	Net Profit /(Loss) for calculation of Basic EPS		16521924.63	28465420.44
(ii)	Weighted average number of equity shares in calculating basic EPS		10970000.00	10970000.00
(iii)	Earning per share Basic		1.51	2.61
(iv)	Face Value per Equity share		10.00	10.00
<b>NOTE - `19' : RELATED PARTY DISCLOSURES :</b>				
<b>1</b>	<b>Dinesh Rathi</b>			
	Remuneration		1440000.00	1440000.00
	Rent		1800000.00	1800000.00
	Vehicle Rent		0.00	0.00
<b>2</b>	<b>Uma Rathi</b>			
	Remuneration		1200000.00	1200000.00
	Professional Receipts			
	Payment to Sub Contractors			
<b>3</b>	<b>DRA CADD Technologies</b>			
	Payment & Advance to Sub Contractors		17227354.00	17999440.00
<b>4</b>	<b>Dinesh Rathi &amp; Associates</b>			
	Professional Payment		0.00	2151000.00
<b>5</b>	<b>Siddhi Rathi</b>	2.15		
	Remuneration		300000.00	0.00
	Educational Expense		4403722.00	0.00

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

<b>NOTE - `20' : AUDITORS REMUNERATION</b>				
<b>1</b>	<b>Auditor Remuneration</b>		<b>31.03.2020</b>	<b>31.03.2019</b>
	Statutory Audit Fees		50000.00	50000.00
<b>NOTE - `20'A : FOREIGN CURRENCY TRANSACTIONS</b>				
	<b>NATURE OF PAYMENTS</b>		<b>(In USD )</b>	<b>Amount ( In Rs. )</b>
	Seminar & Training Expenses		9800.00	711238.50

## NOTE - 6 DETAILS OF FIXED ASSETS AS AT 31/03/2020

P A R T I C U L A R S	GROSS BLOCK			DEPRECIATION				NET BLOCK		Rate for opening WDV	
	BALANCE AS ON 01-04-2019	ADDITION DURING THE YEAR	SALE /TRF. DURING THE YEAR	BALANCE AS ON 31/03/2020	UP TO 01-04-2019	DURING THE YEAR	ADJUSTMENT ON SALE/TRF.	TOTAL	BALANCE AS ON 31-03-2020		CLOSING BALANCE 31-03-2019
<b><u>PLANT AND MACHINERY</u></b>											
a. Car	5085399.00	675000.00		5760399.00	2162946.04	1124683.23	0.00	3287629.27	2472769.73	2922452.96	31.27%
b. Site Equipment	6374570.09	0.00		6374570.09	3250673.63	808776.79	0.00	4059450.42	2315119.67	3123896.46	25.89%
c. Generator	932784.00	0.00		932784.00	461422.71	85316.39	0.00	546739.10	386044.90	471361.29	18.10%
d. Computer	7274827.92	577690.00	0.00	7852517.92	6009954.25	1163761.39	0.00	7173715.65	678802.27	1264873.67	63.16%
e. Office Equipments	5399594.19	206089.00	0.00	5605683.19	4138819.19	661119.67	0.00	4799938.86	805744.33	1260775.00	45.07%
f. Air Conditioner	1520762.00	214000.00	0.00	1734762.00	1141198.10	267523.47	0.00	1408721.57	326040.43	379563.90	45.07%
g. Bicycle	81920.00	0.00	0.00	81920.00	1801.08	20742.79	0.00	22543.87	59376.13	80118.92	25.89%
h. Refrigerator	20000.00	0.00	0.00	20000.00	345.76	8858.17	0.00	9203.93	10796.07	19654.24	45.07%
i. Cooler	54705.00	29500.00	0.00	84205.00	51670.81	14155.30	0.00	65826.11	18378.89	3034.19	28.31%
j. Solar Equipment	346450.00	0.00	0.00	346450.00	58216.70	52170.23	0.00	110386.93	236063.07	288233.30	18.10%
k. Plotter	136017.00	0.00	0.00	136017.00	14504.55	21993.75	0.00	36498.30	99518.70	121512.45	18.10%
l. Xerox Machine	102936.00	0.00	0.00	102936.00	93877.96	4082.46	0.00	97960.42	4975.58	9058.04	45.07%
m. Software	6556790.00	1050915.00	0.00	7607705.00	4764278.47	975900.87	0.00	5740179.34	1867525.66	1792511.53	52.71%
<b><u>FURNITURE AND FIXTURES</u></b>											
a. Furniture & Fixtures	1667672.00	0.00	0.00	1667672.00	1449158.12	56573.24	0.00	1505731.36	161940.64	218513.88	25.89%
<b>TOTAL :</b>	<b>35554427.20</b>	<b>2753194.00</b>	<b>0.00</b>	<b>38307621.20</b>	<b>23598867.37</b>	<b>5265657.75</b>	<b>0.00</b>	<b>28864525.12</b>	<b>9443096.08</b>	<b>11955559.83</b>	



Additions During the Year (FY 2019-20)									
31-03-2020									
Particulars	Date of Purchase	Amount	Useful Life as per Companies Act		Dep. Rate	Residual Value	No. of Days	Dep. For the year	WDV as on 31/03/19
Car	15-01-2020	6,75,000	8		31.23%	33,750.00	77	2,10,832.19	4,64,167.81
Computer	10-05-2019	1,41,420	3		63.16%	7,071.00	327	89,320.43	52,099.57
Computer	17-10-2019	1,80,650	3		63.16%	9,032.50	167	1,14,097.97	66,552.03
Computer	16-01-2020	1,61,250	3		63.16%	8,062.50	76	1,01,844.99	59,405.01
Computer	11-02-2020	94,370	3		63.16%	4,718.50	50	59,603.79	34,766.21
		<b>5,77,690</b>						<b>3,64,867.18</b>	<b>2,12,822.82</b>
Office Equipments	10-10-2019	21,810	5		45.07%	1,090.50	174	9,830.20	11,979.80
Office Equipments	17-10-2019	23,000	5		45.07%	1,150.00	167	10,366.55	12,633.45
Office Equipments	24-10-2019	16,000	5		45.07%	800.00	160	7,211.52	8,788.48
Office Equipments	21-12-2019	1,45,279	5		45.07%	7,263.95	102	65,480.11	79,798.89
		<b>2,06,089</b>						<b>92,888.38</b>	<b>1,13,200.62</b>
Air Conditioner	24-06-2019	2,14,000	5		45.07%	10,700.00	282	96,454.02	1,17,545.98
Cooler	05-04-2019	29,500	5		45.07%	1,475.00	362	13,296.23	16,203.77
Software	03-04-2019	3,12,700	100		2.95%	15,635.00	364	9,228.73	3,03,471.27
Software	06-07-2019	1,80,540	100		2.95%	9,027.00	270	5,328.29	1,75,211.71
Software	09-07-2019	52,392	100		2.95%	2,619.60	267	1,546.25	50,845.75
Software	31-01-2020	5,05,283	100		2.95%	25,264.15	61	14,912.44	4,90,370.56
		<b>10,50,915</b>						<b>31,015.71</b>	<b>10,19,899.29</b>

### ANNEXURE INDEX

Annexure Number	Details of annexure
I	FORM AOC 2 RELATED PARTY TRANSACTIONS
II	ANNUAL RETURN EXTRACTS IN MGT 9
III	PARTICULARS OF EMPLOYEES
IV	SECRETARIAL AUDIT REPORT
V	DETAILS OF CONVERSATION OF ENERGY

**“ANNEXURE - I”**

**FORM AOC - 2**

**Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions thereto:

**1. List of related parties and description of relationship:**

Sr. No.	Description of relationship	Names of related parties
1	Associate Concern	DRA CADD Technologies
2	Key Management Personnel	Dinesh Rathi
		Uma Dinesh Rathi
		Siddhi Rathi

**2. Transactions made during the year with the related parties:**

**a. Associate concerns**

During the year under consideration, there was no transactions with the associate concern

Sr. No.	Name of the Key Management Personnel	Nature of Transaction	Amount (in Rs.)
1.	DRA CADD Technologies	Payment & Advance to Sub Contractors	Rs. 17227354.00/-

**B. Key Management Personnel**

Sr. No.	Name of the Key Management Personnel	Nature of Transaction	Amount (in Rs.)
1.	Dinesh Rathi	Remuneration	Rs. 1440000.00/-
		Rent	Rs. 1800000.00/-
2.	Uma Rathi	Remuneration	Rs. 1200000.00/-
3.	Siddhi Rathi	Remuneration	Rs. 300000.00/-
		Educational Expenses	Rs. 4403722.00/-

**For and on behalf of the Board of Directors**

**For DRA Consultants Limited**

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

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

**Place : Nagpur**  
**Date : 28th August, 2020**

**ANNEXURE-II**  
**FORM NO. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**As on the financial year ended on 31.03.2020**  
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

- i) **CIN** L93090MH2009PLC192183
- ii) **Registration Date** 05-05-2009
- iii) **Name of the Company** DRA CONSULTANTS LIMITED
- iv) **Category / Sub-Category of the Company** Company- Limited by Shares & having Share Capital
- v) **Address of the Registered office and contact details** PLOT NO. 58, INGOLE NAGAR, WARDHA ROAD, NAGPUR MH 440005 IN  
**Tel. No.** 0712-3027575, **Fax:** 0712-3027527 **E-mail:** investors@dra.net.in
- vi) **Whether listed company Yes / No** **Yes:** Shares listed on BSE SME Platform
- vii) **Name, Address and Contact details of Registrar and Transfer Agent, if any** **BIGSHARES SERVICES PRIVATE LIMITED**  
**Add:**E2,ansa Industrial Estate, Sakivihar Road,Sakinaka, Andheri (E), Mumbai-400072. **Tel.:** 022 4043 0200  
**Fax:**022 2847 5207

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main Products/Services	NIC Code of the Product/Service	% to Total Turnover of the Company
1	Management Consultancy Services	70200	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –NIL**

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of Shares Held	Applicable Section
None					

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.</b>	<b>Promoters</b>									
1	<b>Indian</b>									
a)	Individual/Huf	8009998	0	8009998	73.017	8009998	0	8009998	73.017	0.00
b)	Central Govt.	0	0	0	0	0	0	0	0	0.00
c)	State Govt.(s)	0	0	0	0	0	0	0	0	0.00
d)	Bodies Corp.	0	0	0	0	0	0	0	0	0.00
e)	Banks/F.I.	0	0	0	0	0	0	0	0	0.00
f)	Any Others	0	0	0	0	0	0	0	0	0.00
	<b>Sub-Total (A) (1):-</b>	<b>8009998</b>	<b>0</b>	<b>8009998</b>	<b>73.017</b>	<b>8009998</b>	<b>0</b>	<b>8009998</b>	<b>73.017</b>	<b>0.00</b>
2	<b>Foreign</b>									
a)	NRIs- Individuals	0	0	0	0	0	0	0	0	0.00
b)	Other- Individuals	0	0	0	0	0	0	0	0	0.00
c)	Bodies Corp.	0	0	0	0	0	0	0	0	0.00
d)	Banks/F.I.	0	0	0	0	0	0	0	0	0.00
e)	Any Others	0	0	0	0	0	0	0	0	0.00
	<b>Sub-Total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Total Shareholding of Promotor (A)=(A)(1)+(B)(2)</b>		<b>8009998</b>	<b>0</b>	<b>8009998</b>	<b>73.017</b>	<b>8009998</b>	<b>0</b>	<b>8009998</b>	<b>73.017</b>	<b>0.00</b>
<b>B.</b>	<b>Public</b>									
1	<b>Institutions</b>									
a)	Mutual Funds	0	0	0	0	0	0	0	0	0.00
b)	Banks/F.I.	0	0	0	0	0	0	0	0	0.00
c)	Central Govt.	0	0	0	0	0	0	0	0	0.00
d)	State Govt.(s)	0	0	0	0	0	0	0	0	0.00
e)	Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
f)	Insurance Companies	0	0	0	0	0	0	0	0	0.00
g)	FII's	0	0	0	0	0	0	0	0	0.00
h)	Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
i)	Others ( Specify )	0	0	0	0	0	0	0	0	0.00
	<b>Sub-Total (B) (1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
2	<b>Non-Institutions</b>	0	0	0	0	0	0	0	0	0.00
a)	Bodies Corp.									
i)	Indian	205000	0	205000	1.87	212500	0	212500	1.94	0.07
ii)	Overseas	0	0	0	0	0	0	0	0	0.00
b)	Individuals									
Individual Shareholders holding nominal share capital :										
i)	upto Rs. 2 Lakh	1567501	1	1567502	14.289	1327501	1	1327502	12.101	-2.19
ii)	in excess of Rs. 2 Lakh	1095000	0	1095000	9.9818	1110000	0	1110000	10.119	0.14
c)	Others Specify	0	0	0	0	0	0	0	0	0.00
	HUF	0	0	0	0	220000	0	220000	2.0055	2.01
	Overseas	0	0	0	0	0	0	0	0	0.00
	Foreign Nationals	0	0	0	0	0	0	0	0	0.00
	Clearing Members	62500	0	62500	0.5697	60000	0	60000	0.5469	-0.02
	Trusts	0	0	0	0	0	0	0	0	0.00
	Foreign Bodies - D	0	0	0	0	0	0	0	0	0.00
	Non resident	30000	0	30000	0.2735	30000	0	30000	0.27	0.27
	<b>Sub-Total(B)(2):-</b>	<b>2960001</b>	<b>1</b>	<b>2960002</b>	<b>26.98</b>	<b>2960001</b>	<b>1</b>	<b>2960002</b>	<b>26.98</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>		<b>2960001</b>	<b>1</b>	<b>2960002</b>	<b>26.98</b>	<b>2960001</b>	<b>1</b>	<b>2960002</b>	<b>25.251</b>	<b>0.00</b>
C.	Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0.00
<b>Grand Total (A+B+C)</b>		<b>10969999</b>	<b>1</b>	<b>10970000</b>	<b>100.00</b>	<b>10969999</b>	<b>1</b>	<b>10970000</b>	<b>100.00</b>	<b>0.00</b>

(ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Share holding at the beginning of the year			Share holding at the end of the year			% Change in share holding during the year
		No. of Shares of Rs. 100/- each	% of total Shares of the Company	% of Shares Pledged/Encumbered to total Shares	No. of Shares of Rs. 10/- each	% of total Shares of the Company	% of Shares Pledged/Encumbered to total Shares	
1	Mr. Dinesh Chhaganlal Rathi	7929900	72.29	0	7929900	72.29	0	0.00
2	Mrs. Uma Dinesh Rathi	80095	0.73	0	80095	0.73	0	0.00
3	Mrs. Ramkali Chhaganlal Rathi	1	0.00	0	1	0.00	0	0
4	Mrs. Tulsibai Bhagwatdas Bhutda	1	0.00	0	1	0.00	0	0
5	Ms. Siddhi Dinesh Rathi	1	0.00	0	1	0.00	0	0
	<b>TOTAL</b>	<b>8009998</b>	<b>73.02</b>	<b>0</b>	<b>8009998</b>	<b>73.02</b>	<b>0</b>	<b>100</b>

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

Sr.No.	Name of the Promoters	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Shares of the Company	No. of Shares	% of Shares of the Company
1	<b>Mr. Dinesh Chhaganlal Rathi</b>				
	At the beginning of the year	7929900	72.29	7929900	72.29
	No allotment/ transfer/ transmission has taken place				
	<b>At the End of the year</b>	<b>7929900</b>	<b>72.29</b>	<b>7929900</b>	<b>72.29</b>
2	<b>Mrs. Uma Dinesh Rathi</b>				
	At the beginning of the year	80095	0.73	80095	0.73
	No allotment/ transfer/ transmission has taken place	0	0	0	0
	<b>At the End of the year</b>	<b>80095</b>	<b>0.73</b>	<b>80095</b>	<b>0.73</b>
3	<b>Mrs. Ramkali Chhaganlal Rathi</b>				
	At the beginning of the year	1	0	1	0
	No allotment/ transfer/ transmission has taken place	0	0	0	0
	<b>At the End of the year</b>	<b>1</b>	<b>0</b>	<b>1</b>	<b>0</b>
4	<b>Mrs. Tulsibai Bhagwatdas Bhutda</b>				
	At the beginning of the year	1	0	1	0
	No allotment/ transfer/ transmission has taken place	0	0	0	0
	<b>At the End of the year</b>	<b>1</b>	<b>0</b>	<b>1</b>	<b>0</b>
5	<b>Ms. Siddhi Dinesh Rathi</b>				
	At the beginning of the year	1	0	1	0
	No allotment/ transfer/ transmission has taken place	0	0	0	0
	<b>At the End of the year</b>	<b>1</b>	<b>0</b>	<b>1</b>	<b>0</b>

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)					
Sr.No.	Name of Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Shares of the Company	No. of Shares	% of Shares of the Company
1	<b>KAILASH CHANDRA KABRA</b> Folio No. Client ID : <b>1201090001536508</b>				
	At the beginning of the year	25000	0.23	25000	0.23
	Transaction during the year (purchase or sale )	95000	0.87	95000	0.87
	<b>At the End of the year</b>	<b>120000</b>	<b>1.09</b>	<b>120000</b>	<b>1.09</b>
2	<b>ARYAN FOOD PRODUCTS PRIVATE LIMITED</b> Folio No. Client ID: <b>IN30051314103089</b>				
	At the beginning of the year	75000	0.68	75000	0.68
	Transaction during the year (purchase or sale )	0	0.00	0	0.00
	At the End of the year	<b>75000</b>	<b>0.68</b>	<b>75000</b>	<b>0.68</b>
3	<b>PRITTY DEVI SARAWAGI</b> Folio No. Client ID: <b>IN30246110012875</b>				
	At the beginning of the year	37500	0.34	37500	0.34
	Transaction during the year (purchase or sale )	30000	0.27	30000	0.27
	At the End of the year	<b>67500</b>	<b>0.62</b>	<b>67500</b>	<b>0.62</b>
4	<b>USHA GUPTA</b> Folio No. Client ID : <b>1203230002586383</b>				
	At the beginning of the year	62500	0.57	62500	0.57
	Transaction during the year (purchase or -sale )	0	0.00	0	0.00
	At the End of the year	<b>62500</b>	<b>0.57</b>	<b>62500</b>	<b>0.57</b>
5	<b>PADMA AJEETBHAI BHANDARI</b> Folio No. Client ID : <b>IN30160410042983</b>				
	At the beginning of the year	60000	0.55	60000	0.57
	Transaction during the year (purchase or sale )	-2500	-0.02	-2500	-0.02
	At the End of the year	<b>57500</b>	<b>0.52</b>	<b>57500</b>	<b>0.55</b>
6	<b>ARPANA MANISH TAORI</b> Folio No. Client ID : <b>1201350000096911</b>				
	At the beginning of the year	52500	0.48	52500	0.48
	Transaction during the year (purchase or sale )	0	0.00	0	0.00
	At the End of the year	<b>52500</b>	<b>0.48</b>	<b>52500</b>	<b>0.48</b>
7	<b>SANJAYKUMAR SARAWAGI</b> Folio No. Client ID : <b>IN30246110012890</b>				
	At the beginning of the year	50000	0.46	50000	0.46
	Transaction during the year	0	0.00	0	0.00
	<b>At the End of the year</b>	<b>50000</b>	<b>0.46</b>	<b>50000</b>	<b>0.46</b>
8	<b>SUSHILA ZAVERCHAND SHAH</b> Folio No. Client ID : <b>1203360000014979</b>				
	At the beginning of the year	50000	0.45	50000	0.45
	Transaction during the year	0	0	0	0
	<b>At the End of the year</b>	<b>50000</b>	<b>0.45</b>	<b>50000</b>	<b>0.45</b>
9	<b>LODHA TRUSTEESHIP LLP</b> Folio No. Client ID : <b>IN30021421852669</b>				
	At the beginning of the year	50000	0.45	50000	0.45
	Transaction during the year (purchase or sale )	0	0	0	0
	<b>At the End of the year</b>	<b>50000</b>	<b>0.45</b>	<b>50000</b>	<b>0.45</b>
10	<b>AJAY BHASKAR (HUF)</b> Folio No. Client ID : <b>1203360000068174</b>				
	At the beginning of the year	50000	0.45	50000	0.45
	Transaction during the year (purchase or sale )	0	0	0	0
	<b>At the End of the year</b>	<b>50000</b>	<b>0.45</b>	<b>50000</b>	<b>0.45</b>



(v) Shareholding of Directors and Key Managerial Personnel :-

Sr.No.	Name of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Shares of the Company	No. of Shares	% of Shares of the Company
1	<b>Mr. Dinesh Chhaganlal Rathi : Managing Director</b>				
	At the beginning of the year	7920000	72.29	7920000	72.29
	Increase/ Decrease during the period	0	0	0	0
	At the End of the year	<b>7920000</b>	<b>72.29</b>	<b>7929900</b>	<b>72.29</b>
2	<b>Mrs. Uma Dinesh Rathi: Executive Director</b>				
	At the beginning of the year	80095	0.73	80095	0.73
	Increase/ Decrease during the period	0	0	0	0
	At the End of the year	<b>80095</b>	<b>0.73</b>	<b>80095</b>	<b>0.73</b>
3	<b>Ms. Siddhi Dinesh Rathi: Executive Director</b>				
	At the beginning of the year	1	0	1	0
	Increase/ Decrease during the period	0	0	0	0
	At the End of the year	<b>1</b>	<b>0</b>	<b>1</b>	<b>0</b>
4	<b>Mr. Aditya Dinesh Rathi: Non Executive Director</b>				
	Increase/ Decrease during the period	0	0	0	0
	At the End of the year	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
5	<b>Mr. Jeetendra Chandrakant Nayak: Independent Director</b>				
	At the beginning of the year	0	0	0	0
	Increase/ Decrease during the period	0	0	0	0
	At the End of the year	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
6	<b>Mr. Mahendra Jaypal: Independent Director</b>				
	At the beginning of the year	0	0	0	0
	Increase/ Decrease during the period	0	0	0	0
	At the End of the year	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
7	<b>Ms Satya Iyer: Chief Financial Officer: Resigned on 20.02.2020</b>				
	At the beginning of the year	0	0	0	0
	Increase/ Decrease during the period	0	0	0	0
	At the End of the year	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
8	<b>Mr. Ravindra Ashok Gaikwad: Chief Financial Officer Appointed on 05.03.2020</b>				
	At the beginning of the year	0	0	0	0
	Increase/ Decrease during the period	0	0	0	0
	At the End of the year	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
9	<b>Ms. Ankita Navneet Daga: Company Secretary &amp; Compliance Officer</b>				
	At the beginning of the year	0	0	0	0
	Increase/ Decrease during the period	0	0	0	0
	At the End of the year	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

## V. INDEBTEDNESS

### Indebtedness of the Company including interest outstanding/accrued but not due for payment

		Secured loan excluding	Unsecured loan	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>					
i)	Principal Amount	1211274.10	0.00	0.00	1211274.10
ii)	Interest due but not Paid	0.00	0.00	0.00	0.00
iii)	Interest accrued but not due	0.00	0.00	0.00	0.00
	<b>Total (i+ii+iii)</b>	<b>1211274.10</b>	<b>0.00</b>	<b>0.00</b>	<b>1211274.10</b>
<b>Change in Indebtedness during the financial year</b>					
	* Addition	-1114097.60	0.00	0.00	-1114097.60
	* Reduction	0.00	0.00	0.00	0.00
	<b>Net Change</b>	<b>-1114097.60</b>	<b>0.00</b>	<b>0.00</b>	<b>-1114097.60</b>
<b>Indebtedness at the end of the financial year</b>					
i)	Principal Amount	97176.50	0.00	0.00	97176.50
ii)	Interest due but not Paid	0.00	0.00	0.00	0.00
iii)	Interest accrued but not due	0.00	0.00	0.00	0.00
	<b>Total (i+ii+iii)</b>	<b>97176.50</b>	<b>0.00</b>	<b>0.00</b>	<b>97176.50</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Mr. Dinesh Rathi	Total Amount
1	<b>Gross salary</b>		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1440000.00	1440000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	0.00	0.00
2	Stock Option	0.00	0.00
3	Sweat Equity	0.00	0.00
4	Commission	0.00	0.00
	-as % of profit		
	- others, specify...		
5	Others, please specify	0.00	0.00
	<b>Total (A)</b>	<b>1440000.00</b>	<b>1440000.00</b>
	Ceiling as per the Act	<b>10% of net profits of the Company</b>	

### B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Independent Directors		
3	Independent Directors	jeetendra Nayak		Mahendra Jaypal
	Date of Appointment	25.06.2016		16.08.2018
	* Fee for attending board committee meetings	0.00		0.00
	* Commission	0.00		0.00
	* Others, please specify	0.00		0.00
	<b>Total (1)</b>	<b>0.00</b>		<b>0.00</b>
4	Other Directors	Executive Director		Non-Executive Director
		Uma Rathi	Siddhi Rathi	Aditya Rathi
	* Remuneration	1200000.00	300000.00	0.00
	* Commission	0.00	0.00	0.00
	* Others, please specify	0.00	0.00	0.00
	<b>Total (2)</b>	<b>1200000.00</b>	<b>300000.00</b>	<b>0.00</b>
	<b>Total (B)=(1+2)</b>	<b>1200000.00</b>	<b>300000.00</b>	<b>0.00</b>
	<b>Total Managerial Remuneration</b>			<b>1500000</b>
	Overall Ceiling as per the Act	<b>11% of net profits of the Company</b>		

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1	Gross salary	Ankita Daga	Satya Iyer	
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	220000.00	187000.00 159804.00	407000.00
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	0.00	0.00
2	Stock Option	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00
4	Commission	0.00	0.00	0.00
	-as % of profit	0.00	0.00	0.00
	- others, specify...	0.00	0.00	0.00
5	Others, please specify	0.00	0.00	0.00
	<b>Total</b>	<b>220000.00</b>	<b>187000.00</b>	<b>407000.00</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
	Penalty		NIL		
	Punishment		NIL		
	Compounding		NIL		
<b>B. DIRECTORS</b>					
	Penalty		NIL		
	Punishment		NIL		
	Compounding		NIL		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
	Penalty		NIL		
	Punishment		NIL		
	Compounding		NIL		

Date:-28.08.2020

Place:- Nagpur

Sd/-  
Mr. Dinesh Rath  
Managing Director  
DIN 01516715

Sd/-  
Mrs. Uma Rath  
Executive Director  
DIN 02578611

### ANNEXURE III

#### PARTICULARS OF EMPLOYEES

##### Remuneration Paid to Managing Director and Executive Director

Name of the Director And Designation	Remuneration in the F Y.			*Ratio of Remuneration to MRE	Ratio of Remuneration	
	19-20 ₹ in Lakhs	18-19 ₹ in Lakh	% of Increase/decrease from Pre Year		Revenue	Net Profit
Mr. Dinesh Rathi [Managing Director]	14.40	14.40	Constant	3.42 times	0.0068 times	0.087 times
Mr. Uma Dinesh Rathi [Executive Director]	12.00	12.00	Constant	2.85 times	0.0057 times	0.072 time
Ms. Siddhi Dinesh Rathi	3.00	1.50	Constant		Negligible	Negligible

\*Siddhi Dinesh Rathi was appointed as Executive Director on 01<sup>st</sup> October 2018 at Remuneration of Rs. 25000/- p.m

##### \*Median Remuneration Employee

##### Remuneration to other Key Managerial Personnel (KMP)

Name of the Director And Designation	Remuneration in the F Y.			Ratio of Remuneration to MRE	**Ratio of Remuneration	
	19-20 ₹ in Lakhs	18-19 ₹ in Lakh	% of increase from Pre Year		Revenue	Net Profit
Ms. Satya Iyer * [Chief Financial Officer]	1.86	1.08	0.00	0.45 Times	Negligible	Negligible
Ms. Ankita Daga	2.20	1.80	22.22 %	0.52 times	Negligible	Negligible

\*Satya Iyer appointed on 16.10.2018 and resigned as the CFO w.e.f. 20.02.2020.  
Based on annualized salary and rounded off to two decimals

The Median Remuneration of Employees (MRE) was Rs. 35000.00/- p.m

1. In the financial year, there was decrease of 12.5% in the median remuneration employees.
2. There are 148 permanent Employees on the Rolls of the Company as on 31st March, 2020.
3. Variations in the market capitalization of the Company:
  - a. The Market Capitalization as on 31st March, 2020 is Rs. 6.41 Crores
  - b. Price earnings ratio of the Company as on 31st March, 2020 is 3.87 times.

4. Percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer- The closing price of the company's equity shares on BSE as on 31st March, 2020 is Rs. 5.85/- representing a 46.82% of decrease over the IPO price of Rs. 11/- per share.

5. The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee.

6. The remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

- Sharad Mehendale- 16.80Lakhs p.a.
- Praval Pratap Singh – 12.15 Lakhs p.a.
- Nitesh Sharma- 18.00 lakhs p.a.

7. It is hereby confirmed that the remuneration is as per the remuneration policy of the Company.

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

**Sd/-**

**Sd/-**

**Place : Nagpur  
Date : 28<sup>th</sup> August, 2020**

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

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

**ANNEXURE IV**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2020**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
 The Members,  
**DRA Consultants Limited,**  
 Plot No. 58, Ingole Nagar,  
 Wardha Road, Nagpur- 440005,  
**Maharashtra, India**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DRA Consultants Limited** (hereinafter called the “**Company**”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon. Based on my/our verification of books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2020**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

A. I, have examined the books, papers, minute books, forms and returns filed and other records maintained by **DRA Consultants Limited** (“The Company”) for the financial year ended **31<sup>st</sup> March, 2020** according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowing.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
6. Other Laws applicable specifically to the Company, identified and confirmed by the Company and relied upon by me are as under:
- a) The Micro, Small and Medium Enterprises Development Act, 2006
  - b) The Maharashtra Industrial Policy 2013
  - c) The Competition Act, 2002
  - d) Workmen's Compensation Act, 1923
  - e) Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPFMP Act)
  - f) Employees Provident Fund Scheme, 1952
  - g) Employees State Insurance Act, 1948 (the "ESI Act")
  - h) Payment of Wages Act, 1936 ("Wages Act")
  - i) Minimum Wages Act, 1948 ("MWA Act")
  - j) Payment of Bonus Act, 1965
  - k) Maternity Benefit Act, 1961
  - l) Equal Remuneration Act, 1976
  - m) Negotiable Instrument, Act, 1881
  - n) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with **SME Platform-Bombay Stock Exchange** read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

#### **I further report that-**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.



**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** there were no other specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**FOR KUNAL DUTT & ASSOCIATES**

**Sd/-**

**Kunal Dutt**

Proprietor

**C.P. No:** F-8831 **M.No.** 11188

**UDIN:** F008831B000626932

**Date:** 28th August, 2020

**Place:** Nagpur

## **APPENDIX – I**

To,  
The Members,  
**DRA Consultants Limited,**  
Plot No. 58, Ingole Nagar,  
Wardha Road, Nagpur- 440005,  
Maharashtra, India

My report of even date is to be read along with this letter.

### **Management's Responsibility**

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

### **Auditor's Responsibility**

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriate of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of Corporate and Other Applicable Laws, Rules, Regulations, Standard is the responsibility of Management. My examination was limited to the verification of procedures on test basis.

### **Disclaimer**

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

### **FOR KUNAL DUTT & ASSOCIATES**

**Sd/-**

**Kunal Dutt**

Proprietor

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

**M.No.** 11188

**Date:** 28th August, 2020

**Place:** Nagpur

## ANNEXURE V

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

#### A. Conservation of Energy

**Conservation of energy, research and development, Technology absorption, foreign exchange earnings and outgo** (Particulars pursuant to the Companies (Accounts) Rules, 2014 )

#### A. Conservation of Energy

The company has installed solar panel for generation of energy and has also entered into net metering agreement with MAHAHGENCO which results in Conservation of Energy. Further, We have procured various energy saving devices and systems including solar panels, which help in conserving energy. Every effort is made to ensure that energy efficient equipment is used to avoid wastage and conserve energy, as far as possible. Active measures are taken by us towards energy conservation and carbon footprint reduction.

We also undertake continuous education and awareness programs among all employees on energy conservation measures that can be adopted at individual levels, to help conserve power and energy. We continue to strengthen our energy conservation efforts. We have continued to maximize the use of energy efficient flat monitors, energy efficient air-conditioning systems.

#### B. Technology Absorption

Your Company is engaged in the business of rendering services.

#### C) Foreign exchange Earnings and Outgo-

Sr. No	Particulars	2019-20	2018-19
(i)	Foreign Exchange earned	Nil	Nil
(ii)	Foreign Exchange outgo- Seminar & Training Expenses	711238.50/-	Nil

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

Sd/-

Sd/-

Place : Nagpur  
Date : 28th August, 2020

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

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

## MANAGEMENT DISCUSSION AND ANALYSIS

### ORGANIZATION - PROFILE

DRA Consultants Limited is engaged mainly in the business of engineering consultancy in India. Your Company is known for technical expertise, reliability and more importantly for providing innovative solutions to the most complicated problems. It is an ISO 9001:2015 certified Company. DRA holds expertise in water supply, wastewater treatment and water monitoring, and provides technical, commercial, legal & financial advisory services across sectors including setting up sustainable water and wastewater tariff and bylaws for Urban Local Bodies Boards. The Company is experienced in project management and holds expertise in accomplishing every task from conceptualization of a project to its commissioning, which also includes Preparation of Master Plans, Feasibility Report, Investment planning, Procurements, Bid preparation, Bid process management, execution planning, Quality assurance plan, cost control, Project schedules, Commissioning, Trial Runs, Performance monitoring etc. DRA has experience in Industrial Utilities and Urban Infrastructure Projects. More than 20,000 million INR worth projects have been undertaken by your Company as “Project Management Consultant”.

Your Company also provides wide range of advisory services in Urban and Industrial sector with specialized expertise in 3-R (Reduce - Recycle - Reuse), 3-P (Public - Private - Partnership) & Performance audits apart from other fortes. DRA is a technical service provider in India for conducting Municipal / Industrial / Building Water Audits. The Company has conducted many successful investment grade water audits and energy audits. The water audit project was first in urban sector implemented successfully under National Urban Renewal Mission of Govt. of India. NRW project has been given –National Urban Water Award by President of India. Your Company is uniquely placed in advisory services to urban local bodies across India with successful track record of more than 15 years.

One of the signature projects is the 24x7 water supply scheme undertaken by Nagpur Municipal Corporation under the Jawaharlal Nehru National Urban Renewal Mission. The Company has been appointed as consultants for the project from conceptual stage.

### SERVICE SECTOR IN INDIA :

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

### CONSULTANCY SERVICES:

Consultancy services are emerging as one of the fastest growing service segment in India, cutting across different sectors with some overlapping. A large number of consultancy firms and individual consultants are operating in India at various levels across the sectors. Technical

consulting constitutes about two-thirds of the total consulting market, while management consulting constitutes about one-third. Technical consulting in India, which mainly consists of engineering consulting, is much stronger than management consulting in terms of the number of players, consulting capabilities and size of consulting firms.

The Government of India has taken many initiatives to help the consulting industry, including the Marketing Development Assistance and Market Access Initiative schemes; coming out with guidelines on broad policies and procedures for selection, contracting and monitoring of consultants; and initiatives aimed towards capacity development of domestic consultants and sensitization of client organizations. Recent initiatives taken by the government such as Make in India, development of smart cities, skill development, along with the focus on improving industrial policies and procedures, have opened up a plethora of opportunities for consultants. Some of the key areas with enormous potential for Indian consultancy firms include building of urban & transport infrastructure, power generation, renewable energy, electricity transmission & distribution, roads & bridges, water supply & sewerage, IT & telecom, health care and manufacturing.

### **IMPACT OF COVID-19 PANDEMIC ON THE BUSINESS**

The impact of COVID on its various aspects of business activities are as below: Following the directives of the Government and Local Bodies, the company had faced challenges for the movement of manpower, Government permissions, travel etc. as a result the functioning of the company had initially gone into temporary shutdown or safe mode initially, which later re-started following regulatory guidelines and permissions from the authorities in the First week of May. Adequate safety measures have been put in place, including time to time sanitisation of workplace, temperature screening, and hand gloves, facemask, Social Distancing and Hand Wash etc.

The employees of the Company have been provided with work from Home facility from the time of Shutdown, with necessary connectivity to Servers and important applications. The team has been able to operate seamlessly from home. The Head office has, for the most part worked with a minimum number of people visiting for supporting accessing data servers alongwith documentation work etc. All IT Security Protocols are in place and all systems are being monitored remotely.

### **COMMENCEMENT OF OPERATIONS**

Your Company has put in place detailed procedures and protocols for safe start-up of operations for various site offices, which were followed while commencing the operations, post receipt of clearance to start.

Before commencement of operations, all the facilities were sanitized to ensure employees and others are safe and secure.

All safety protocols of temperature sensing, wearing of safety gears (masks), social distancing; sanitizing and washing hands are being adhered to very stringently from day one.

Currently the Company operates at around 50% of overall capacity.

### **ESTIMATION OF THE FUTURE IMPACT OF COVID-19**

Operations were shut for about 5 weeks and then being gradually increased. To that extent the revenues and profitability is going to be impacted in Q1 of FY21. The Company hopes to be operating at near normal levels from Q2 FY21 onwards.

## **SERVICES**

The services were completely impacted during the lockdown. The company is experiencing gradual pick-up in providing services post commencement of its operations. There are some challenges, as regards with business development, execution, bid submissions etc.

## **LIQUIDITY**

There is no adverse impact on the liquidity of the company. The Company has sufficient unutilized Banking limits. After initial delay in receiving payments from the clients, The receipts are coming in, albeit at slightly below normal levels. The company is trying its best to increase the receipts to the extent possible. There are weekly meetings conducted to review the account receivable position.

## **PROFITABILITY**

The Operations were shut for about 5 weeks and then being gradually increased. To that extent the revenues and profitability is going to be impacted in Q1 of FY21.

## **ABILITY TO SERVICE DEBT AND OTHER FINANCING ARRANGEMENT**

The Company does not foresee any problems in timely servicing of its debt. There is enough internal generation and unutilized Banking facilities.

## **SWOT ANALYSIS**

### **OPPORTUNITIES AND STRENGTH:**

- Experienced Management
- Quality Technical Staff
- Innovative Consulting Services
- Dynamic Sector
- International Projects

### **WEAKNESSES AND THREATS**

- Specialized Manpower requirement
- Delayed payment cycle
- Changes in Government and Tax policies

## **KEY FINANCIAL RATIOS**

Financial performance of the Company has been good despite of an adverse economic environment and your company is doing well on fulfilling its objectives.

During the financial year 2019-20, your Company has achieved total revenue on amounting to Rs.20.44 Crores as compared to Rs. 22.58 Crores in previous financial year and Net Profit after tax (PAT) has reduced from Rs. 2.86 Crores to Rs.1.65 Crores.

Particulars		2019-20		2018-19	
Debtor Turnover Ratio	Revenue From Operations	204402928.03	2.84	225875719.45	2.85
	Average Debtors	71891629.48		79148442.30	
Interest Coverage Ratio	EBIT	22463578.32	26.21	40364716.99	31.94
	Interest	856931.04		1263745.89	
Current Ratio	CA	145519356.94	2.51	178839853.84	2.74
	CL	58027230.88		65152634.38	
Debt Equity Ratio	Total Debts	58124407.38	0.53	66363908.48	0.60
	Equity	109700000.00		109700000.00	
Operation Profit Margin	EBITDA Excluding Other Incomes	21977634.07	10.75%	42356555.72	18.75%
	Revenue from Operations	204402928.03		225875719.45	
Net Profit Margin	PAT	16521924.63	8.08%	28648929.96	12.68%
	Revenue from Operations	204402928.03		225875719.45	
Return on Equity	PAT	16521924.63	7.26%	28648929.96	13.58%
	Net Worth	227479951.58		210991586.95	

## INTERNAL CONTROLS AND THEIR ADEQUACY

The Company has a robust internal control system and is supervised periodically by competent professional managers. Periodically, the systems are reviewed and aligned to the needs of the growing needs of the Company. Both external and internal auditors, who have access to all records and information about our Company, regularly check company's internal control systems. The Board and the management review the findings and recommendations of the auditors and take corrective actions wherever necessary. The Board considers risk assessment, identification of mitigating actions and internal control procedure to ensures that business risks are identified, managed and regularly reviewed at all levels and that Directors are periodically apprised of the key risks.



## HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS

The Company has recorded higher volumes, operation profit and improved on several operational activities primarily because of the commitment, initiatives and high energy demonstrated by the employees at all levels. Human Capital is the most valuable resource of an organization. Development of human capital has always been the thrust area of the Company. Industrial relations are geared at developing and aligning the operatives to the overall vision of the organization. Your Company takes adequate steps for maintaining safety and healthy environment for the workers and the Directors place on record their sincere appreciation for the excellent team work with which the workers and the staff of the Company at all levels contribute for the better performance of the Company. The total number of people employed and persons on contracts basis by the Company as on 31-Mar-2020 was 142.

## OPERATIONAL PERFORMANCE

During the year under the review, Revenue from operations of the Company stood at Rs. 20.44 Crs. as against the turnover from operations of Rs. 22.58 Crs in the previous year. Net profit for the period stood at Rs. 1.65 Crs as against Rs. 2.86 Crs.in the previous year.

## DISCLAIMER

Statements in this report on Management Discussion and Analysis, describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand-supply conditions, finished goods prices, raw materials costs and availability, fluctuations in exchange rates, changes in Government regulations and tax structure, economic developments within India and the countries with which the Company has business contacts. The Company assumes no responsibility in respect of the forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events

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

**Sd/-**

**Sd/-**

**Place : Nagpur**

**Date : 28th August, 2020**

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

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

## 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

### 11<sup>th</sup> ANNUAL GENERAL MEETING, WEDNESDAY, 30<sup>th</sup> SEPTEMBER, 2020 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 11<sup>th</sup> Annual general meeting of the company, to be held on **Wednesday the 30<sup>th</sup> day of September, 2020 At 10 a.m.** at the Registered Office of the Company situated at Nagpur and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional*	
		For	Against
ORDINARY BUSINESS:			
1	Adoption of Financial Statements for the year ended 31st March, 2020.		
2	Re-Appointment of Mr. Aditya Dinesh Rathi, who retires by rotation and being eligible, seeks re-appointment.		
3	Ratification of appointment Statutory Auditors.		

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

Signature of shareholder.....

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

Affix Revenue  
Stamp of  
Re. 1/-

#### NOTES :

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

**ATTENDANCE SLIP**

**CIN: L93090MH2009PLC192183**

**11<sup>th</sup> ANNUAL GENERAL MEETING, Wednesday, 30<sup>th</sup> September, 2020 AT 10.00 A.M.:**

REGISTERED FOLIO NO. /DP ID NO./CLIENT ID NO.:	NO. OF SHARES HELD

I/we certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my/our presence at the 11<sup>th</sup> 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 Wednesday, 30<sup>th</sup> day of September, 2020 at 10 A.M.

\_\_\_\_\_

\_\_\_\_\_

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

**Note:**

Please fill up the attendance slip and hand it over at the entrance of the meeting hall.  
Members are requested to bring their copies of the Annual Report to the meeting.

## Form MGT 12

### Polling Paper

[Pursuant to section 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
1.	Receive, consider and adopt the Audited financial statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2020, together with Reports of the Board of Directors and the Auditors thereon.			
2.	Appoint Mr. Aditya Dinesh Rathi as, a Director, who retires by rotation and being eligible offer himself for re-appointment			
3.	Ratify the appointment of M/s Amit Gharlute & Co., Chartered Accountants, Nagpur as the Statutory Auditors of the Company and fix their remuneration			

Place: Nagpur  
Date: 30.09.2020

Signature of the Shareholder \_\_\_\_\_

## ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING:

**Landmark: Nagpur International Airport and Hotel Pride.**

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

