

**Date: 24.08.2023**

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

**BSE Scrip Code: 540144**

**Sub: Submission of Annual Report of the Company for the financial year 2022-23 pursuant to Regulation 34 (1) of SEB (LODR) Regulations, 2015.**

Dear Sir/Madam,

With respect to cited subject, please find enclosed herewith copy of Annual Report of the Company for the financial year 2022-23 pursuant to Regulation 34 (1) of Securities and Exchange SEBI (LODR) Regulations, 2015.

You are requested to take the above on your records.

**For DRA Consultants Limited**

**Ravina Modi**  
**Company Secretary & Compliance Officer**  
**Mem. No. A68996**



# ANNUAL REPORT

## 2022-2023

**CORPORATE INFORMATION**

**CIN:**

L93090MH2009PLC192183

**CHAIRMAN & MANAGING DIRECTOR:**

Mr. Dinesh Chhaganlal Rathi

**INDEPENDENT DIRECTOR:**

Mr. Anish Narendra Nashine

Mr. Manavendra Jaypal

**EXECUTIVE DIRECTOR:**

Mrs. Uma Dinesh Rathi

Mr. Aditya Dinesh Rathi

**NON- EXECUTIVE DIRECTOR:**

Ms. Siddhi Dinesh Rathi

**CHIEF FINANCIAL OFFICER:**

Mr. Rajesh Natthuji Nagpure

**COMPANY SECRETARY & COMPLIANCE OFFICER:**

Ms. Ravina Kishor Modi

**BANKER:**

ICICI Bank Limited,  
Nagpur

**STATUTORY AUDITOR:**

K N D & 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

Pinnacle Business Park, Office No S6-2, 6th,  
Mahakali Caves Rd, next to Ahura Centre,  
Andheri East, Mumbai, 400093,  
Maharashtra, India

Tel No.: 022 6263 8200

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

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## NOTICE

Notice is hereby given that **14<sup>th</sup> Annual General Meeting** of the members of **M/s. DRA Consultants Limited** will be held on **Saturday, 30<sup>th</sup> September, 2023** at 10.00 A.M. at the registered office of the Company situated at Plot No. 58, Ingole Nagar, Wardha Road, Nagpur- 440005 MH to transact the following business:

### **ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March, 2023, together with Reports of the Board of Directors and the Auditors thereon.**

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

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

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

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

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

### **SPECIAL BUSINESS:**

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

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

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

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

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

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

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

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

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

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

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

**Registered Office:**

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

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

Sd/-  
Dinesh Rathi  
Managing Director  
01516715



## NOTES

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

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

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



holding shares in physical form can submit their PAN details to the RTA.

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

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

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

## BIGSHARE I-VOTE E-VOTING SYSTEM

### THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- i. The voting period begins on 27<sup>th</sup> September, 2023 at 09.00 a.m. and ends on 29<sup>th</sup> September, 2023 at 05.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 23<sup>rd</sup> September, 2023 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.

Individual Shareholders holding securities in Demat mode with NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

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

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

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

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

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

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

- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

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

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

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

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

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

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

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

#### **Investor Mapping:**

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
  - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).

- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

**Investor vote File Upload:**

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

**Helpdesk for queries regarding e-voting:**

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

**Registered Office:**

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

Place: Nagpur  
Date: 14<sup>th</sup> August 2023

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

Sd/-

Dinesh Rathi  
Managing Director  
01516715



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

**ITEM NO: 03**

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

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

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

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

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

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

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

Mr. Manavendra Jayapal is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as a Director. In the opinion of the Board, Mr. Manavendra

Jayapal continues to fulfil the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

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

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

**ITEM NO: 04**

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

Further considering the involvement and active association of Mr. Aditya Rathi in the working of company, the Nomination & Remuneration Committee and the Board of Directors in its respective meetings held, has proposed to appoint him as Executive Director of the company at a fixed remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) per month effective from 01st Day of October, 2021 and subsequently the said appointment and change in designation of Mr. Aditya Rathi from Non-Executive Director to Executive Director of the company at a fixed remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) per month was approved by the Shareholders of the company by way of Special Resolution passed in the general meeting as per the provisions of section 152, 196, 197 and other applicable provisions, if any, of the Companies Act, 2013.

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

None of the Directors and/or Key Managerial personnel of the company and their relatives, except Mr. Dinesh Rathi (Managing Director), Mrs. Uma Rathi (Executive Director), Ms. Siddhi Rathi (Non-Executive

Director), are in any way concerned or interested in the proposed appointment of Mr. Aditya Rathi as Executive Director of the company.

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

### ANNEXURE TO NOTICE

**ITEM NO: 02**

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

Name of the Director	Ms. Siddhi Dinesh Rathi
DIN	07041816
Date of Birth	06 <sup>th</sup> May, 1996
Qualification	B.E (Civil)
Brief Resume of the Director	Over the period she has acquired knowledge and technical skills in various projects including the Pimpri Chinchwad Municipal corporation 60%, Project on Sea water Intrusion Capstone Project at the University of Massachusetts, Amherst, USA
Expertise in Specific Functional Area	MATLAB, SOLID WORKS, WATER GEMS, STAAD. PRO, AUTOCAD, C++, VISUAL MODFLOW, SEWER ETC.
Date of 1 <sup>st</sup> Appointment	25.08.2016
Shareholding in the Company (No. of Shares)	1
Directorships	RCR Engineering and Investments Private Limited
Memberships/Chairmanship of Committee of Other Companies	NIL
Inter-se relationship between Directors and other KMP's	Mr. Dinesh Rathi – Father Mrs. Uma Rathi- Mother Mr. Aditya Rathi- Brother
Remuneration Last Drawn	NIL

**ITEM NO: 03**

Name of the Director	Mr. Manavendra Jayapal
DIN	02499823
Date of Birth	02 <sup>nd</sup> April, 1966
Qualification	Bachelor of Engineer (Industrial)
Brief Resume of the Director	Experience of around 35 years in the field of Sales, Marketing and After Sales Service of Consumer & Industrial Products, Turnkey Execution of Electro-Mechanical Projects, IT Training. His expertise includes Project Planning, Management and Cost Control, Client Interaction, Vendor Management, Knowledge of Arbitration & Reconciliation Act 1996, Team Management, Team Building, Leadership Development, Organizational Development, Negotiation, Sales, Marketing, Operations Management, I.T Infrastructure Management Services.
Expertise in Specific Functional Area	Project Planning, Management and Cost Control, Leadership Development, Operations Management, I.T Infrastructure Management Services.
Date of 1 <sup>st</sup> Appointment	16.08.2018
Shareholding in the Company (No. of Shares)	NIL
Directorships	Arul Tech And Marketing Private Limited
Memberships/Chairmanship of Committee of Other Companies	Arul Tech And Marketing Private Limited
Inter-se relationship between Directors and other KMP's	-----
Remuneration Last Drawn	-----

## DIRECTORS' REPORT

To,  
The Members,

Your directors are pleased to present the **14<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, 2023.

### 1. FINANCIAL PERFORMANCE

	(Amount in ₹)	
<b>PARTICULARS</b>	<b>2022-23</b>	<b>2021-22</b>
Revenue from operations	150431479.40	151285201.40
Other Income	5830418.10	4707950.44
<b>Total Expenditure</b>	<b>156261897.50</b>	<b>125094596.85</b>
Finance Cost	1340233.25	1222684.08
Depreciation	6438941.72	6926338.51
<b>Profit before taxation</b>	<b>23767018.85</b>	<b>22749532.40</b>
<b>Tax Expenses</b>	<b>6414699.01</b>	<b>6230323.46</b>
<b>Net Profit</b>	<b>17352319.83</b>	<b>16519208.94</b>

During the year under the review, Revenue from operations of the Company stood at Rs. 15.04 Crs. as against the turnover from operations of Rs. 15.12 Crs in the previous year. Net profit for the period stood at Rs. 1.73 Crs as against Rs. 1.65 Crs.in the previous year.

#### KEY PROJECTS:

- Project Management Consultancy Services for Water Supply Projects of PCMC AMRUT 2 Projects / Additional Projects
- Appointment of Technical Services Provider (TSP) and Project Implementation Unit (PIU) for Condition Assessment and Upgradation of Sewerage Treatment Plants and Pumping Stations of Pimpri-Chinchwad City
- Request for Proposal to Develop Robust Baseline to Measure the Current Levels of Access to Water Supply Services – Both Quantity and Quality – Available to Households in the 15 Areas in the Chennai City area that falls under the Jurisdiction of the Greater Chennai Corporation (GCC) and CMWSSB's Operational and Financial
- Appointment of Consultants for 'Preparation of Feasibility Report & Detailed Project Report for Utilization of Water from Deharji Dam for providing drinking water facility to Mumbai Metropolitan Region

- Consultancy Services for Preparation of DPR for Water Supply Scheme for PM Mitra Park, Bhensola Dist. Dhar
- Appointment of Consultant for Preparing DPR of Project to be taken under AMRUT 2.0 / Govt. Scheme / PPP and Project Management Consultant (PMC) for Nagpur Municipal Corporation
- Technical Services Provider (TSP) and Project Implementation Unit (PIU) for Sewer Drain Network, Storm Water Drain Network and Rehabilitation of Nallas of Pimpri-Chinchwad City
- Consultancy Services Up-gradation of WWTP at Industrial Area Namkeen Cluster Dist. Indore
- Consultancy Services for Preparation of DPR Under AMRUT 2.0 (TRANCHE-III)
- Consultancy Services for Preparation of DPR Under AMRUT 2.0 (TRANCHE-II)
- Preparation of DPR for Augmentation WSS Stage-2 for Chandrapur Municipal Corporation under AMRUT 2.0
- Preparation of DPR for Augmentation Sewerage Scheme for Chandrapur Municipal Corporation under AMRUT 2.0
- Consultancy Services for Preparing DPR for Development of Sewerage Collection System and 35 MLD STP for South Sewerage Zone (Excluding Hudkeshwar & Narsala) & Rejuvenation of Pohra River in Nagpur to be taken under AMRUT-2.0 / Govt. Schemes for Nagpur Municipal Corporation
- Consultancy Services for Preparation of Detail Project Report (DPR), Pre-Tender Activity & PMC for Sewerage System of Hudkeshwar & Narsala of Nagpur City
- DPR Consultants for Water supply, sewerage/ septage management, sanitation, rejuvenation of water bodies, development of green spaces of various ULBs of Madhya Pradesh, in Jal Jeevan Mission (Urban) - Cantonment Board Jabalpur
- Carrying out detailed Water Audit from Shahad head Works to WTP Temghar, WTP Temghar to Mankoli MBR, Mankoli MBR to Chene & WTP Temghar to Bhiwandi City-Rural Area and Energy Audit of Raw Water Pumping Station Shahad, WTP Temghar & Patlipada Pumping Station
- DPR Consultants for Water supply, sewerage/ septage management, sanitation, rejuvenation of water bodies, development of green spaces of various ULBs of Madhya Pradesh, in Jal Jeevan Mission (Urban) - Mohgaon
- DPR Consultants for Water supply, sewerage/ septage management, sanitation, rejuvenation of water bodies, development of green spaces of various ULBs of Madhya Pradesh, in Jal Jeevan Mission (Urban) - Amarwara
- DPR Consultants for Water supply, sewerage/ septage management, sanitation, rejuvenation of water bodies, development of green spaces of various ULBs of Madhya Pradesh, in Jal Jeevan Mission (Urban) - Bichhua



- DPR Consultants for Water supply, sewerage/ septage management, sanitation, rejuvenation of water bodies, development of green spaces of various ULBs of Madhya Pradesh, in Jal Jeevan Mission (Urban) – Piplanarayanwar
- DPR Consultants for Water supply, sewerage/ septage management, sanitation, rejuvenation of water bodies, development of green spaces of various ULBs of Madhya Pradesh, in Jal Jeevan Mission (Urban) – Badkuhi
- DPR Consultants for Water supply, sewerage/ septage management, sanitation, rejuvenation of water bodies, development of green spaces of various ULBs of Madhya Pradesh, in Jal Jeevan Mission (Urban) - Lodhikheda
- DPR Consultants for Water supply, sewerage/ septage management, sanitation, rejuvenation of water bodies, development of green spaces of various ULBs of Madhya Pradesh, in Jal Jeevan Mission (Urban) – Chand
- DPR Consultants for Water supply, sewerage/ septage management, sanitation, rejuvenation of water bodies, development of green spaces of various ULBs of Madhya Pradesh, in Jal Jeevan Mission (Urban) – Harrai
- DPR Consultants for Water supply, sewerage/ septage management, sanitation, rejuvenation of water bodies, development of green spaces of various ULBs of Madhya Pradesh, in Jal Jeevan Mission (Urban) - Chaurai Khas
- DPR Consultants for Water supply, sewerage/ septage management, sanitation, rejuvenation of water bodies, development of green spaces of various ULBs of Madhya Pradesh, in Jal Jeevan Mission (Urban) - Chandameta Butaria
- DPR Consultants for Water supply, sewerage/ septage management, sanitation, rejuvenation of water bodies, development of green spaces of various ULBs of Madhya Pradesh, in Jal Jeevan Mission (Urban) – Junnardev
- DPR Consultants for Water supply, sewerage/ septage management, sanitation, rejuvenation of water bodies, development of green spaces of various ULBs of Madhya Pradesh, in Jal Jeevan Mission (Urban) – Damua
- DPR Consultants for Water supply, sewerage/ septage management, sanitation, rejuvenation of water bodies, development of green spaces of various ULBs of Madhya Pradesh, in Jal Jeevan Mission (Urban) – Sausar
- DPR Consultants for Water supply, sewerage/ septage management, sanitation, rejuvenation of water bodies, development of green spaces of various ULBs of Madhya Pradesh, in Jal Jeevan Mission (Urban) – Barghat
- DPR Consultants for Water supply, sewerage/ septage management, sanitation, rejuvenation of water bodies, development of green spaces of various ULBs of Madhya Pradesh, in Jal Jeevan Mission (Urban) – Lakhnadon

- DPR Consultants for Water supply, sewerage/ septage management, sanitation, rejuvenation of water bodies, development of green spaces of various ULBs of Madhya Pradesh, in Jal Jeevan Mission (Urban) - Neuton Chikhli Kalan
- Project Management Consultant Work of Hingane (Gawhad) 13 villages Regional Water Supply Scheme, Taluka - Nandura, Dist. - Buldhana, Under Jal Jeevan Mission
- Project Management Consultant Work of Rohinkhed and 14 Villages Regional Water Supply Scheme, Taluka - Motala, Dist. - Buldhana, Under Jal Jeevan Mission
- Carrying out detailed water Audit from Shahad head Works to WTP Temghar, WTP Temghar to Mankoli MBR, Mankoli MBR to Chene & WTP Temghar to Bhiwandi City –Rural Area and Energy Audit of Raw water Pumping Station Shahad, WTP Temghar & Patalipad Pumping
- Preparation of Detailed Project Report (Pre-Feasibility Report and Transactional Advisory Services) for Funding and O&M of 144 Electric Buses for Nagpur City for Urban Transport System of Nagpur Municipal Corporation, Transport Department.
- Consulting Services for Detailed Engineering Design and Supervision Services (DED) for KANO State Water Board, Kano Nigeria (French Development Agency (AFD) Support to the 3rd National Urban Water Sector Reform Project in Kano State)
- Consultancy for Utilities Engineering - Consultancy Services for Utilities i.e., Cooling and Process Water system, Compressed Air System, Fire Fighting, Drinking Water, Sewerage treatment for cement Plant (Pre-Clinkration and post- Clinkration of Jaykay Cem (central) Ltd. Plant at Panna, (MP)
- 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.
- Consultancy Services for PPP Design and transaction support for interception and diversion works (I & D) and Sewage treatment Plant in Asansol, Burdwan and Durgapur Municipalities in West Bengal.
- 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.

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

There are no significant material changes and commitments affecting financial position of the company between 31<sup>st</sup> March, 2023 and the date of Board’s Report.

**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. 1,73,52,319.83/- to the General Reserve.

**6. MEETINGS**

**A. BOARD MEETINGS**

During the year, Nine Board Meetings were held. The details are as mentioned below:

<b>SR. NO.</b>	<b>DATE OF MEETING</b>	<b>TOTAL NO OF DIRECTORS AS ON MEETING</b>	<b>ATTENDANCE</b>
1.	02.05.2022	6	5
2.	30.05.2022	6	5
3.	13.07.2022	6	5
4.	16.08.2022	6	5
5.	22.08.2022	6	5
6.	22.10.2022	6	5
7.	11.11.2022	6	6
8.	06.01.2023	6	5
9.	21.01.2023	6	5

**B. COMMITTEE MEETINGS:**

- AUDIT COMMITTEE MEETINGS**

During the year, Two 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	30.05.2022	3	3
2	11.11.2022	3	3

- NOMINATION AND REMUNERATION COMMITTEE**

During the year, Two Nomination and Remuneration Committee Meetings were held. The details are given as under:

Sr. No.	Date of meeting	Total no of directors as on meeting	Attendance
1	16.08.2022	3	2
2	22.10.2022	3	2

**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**

DRA Consultants Limited has a qualified and Independent Audit Committee. During the year under review, there was no change in the composition of the Audit Committee

**COMPOSITION AND MEETING:**

Composition of Audit Committee as on 31<sup>st</sup> March, 2023:

Name of the Director	Status in Committee	Nature of Directorship	Number of Meetings held during the Financial Year 2022-23	
			Held	Attended
Mr. Manavendra Jayapal	Chairman	Independent Director	2	2

Mr. Dinesh Rathi	Member	Chairman and Managing Director	2	2
Mr. Anish Narendra Nashine	Member	Independent Director	2	2

The Audit Committee invites such executives of the Company as it considers appropriate to be present at its meetings. The representatives of the Statutory Auditors and Internal Auditors are also invited to the Audit Committee meetings. The Company Secretary of the Company acts as the Secretary to the Audit Committee.

**POWERS OF THE AUDIT COMMITTEE**

The Audit Committee has adequate powers to play an effective role as required under the provisions of the Act and the Listing Regulations and to review the mandatory applicable information.

The Audit Committee shall have powers which shall include the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To have full access to information contained in the records of the Company.
4. To obtain outside legal or other professional advice.
5. To secure attendance of outsiders with relevant expertise, if it considers necessary.

The Audit Committee shall mandatorily review the following information:

- a. Management discussion and analysis of financial condition and results of operations;
- b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d. Internal audit reports relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee
- f. statement of deviations:
  - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the Audit committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

The role of the Audit Committee not limited to but includes:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible

2. Recommending to the Board, the appointment, remuneration and terms of appointment of auditors of the listed entity
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions;
  - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ Prospectus/ Draft Prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence, performance and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
18. To oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases
19. Call for comments of the auditors about internal control systems, scope of audit including the observations of the auditor and review of the financial statements before submission to the Board;
20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
21. To review “Internal Controls to prevent Insider Trading” and shall review compliances with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
22. To carry any other duties as may be required under the SEBI (Listing Obligation & Disclosures Requirements) Regulations, 2015 and the Companies Act, 2013 and rules made thereunder and delegated by the Board of Directors from time to time.

## **B. NOMINATION AND REMUNERATION COMMITTEE**

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

During the year under review, there was no change in the Composition of Nomination and Remuneration Committee and it consists only of Non-Executive Independent Directors as per the provisions of Section 178 of the Act and the rules made thereunder and Regulation 19 of Listing Regulations.

### **COMPOSITION:**

Composition of Nomination and Remuneration Committee as on 31<sup>st</sup> March, 2023

Name of the Director	Status in Committee	Nature of Directorship	Number of Meetings held during the Financial Year 2022-23	
			Held	Attended
Mr. Manavendra Jayapal	Chairman	Independent Director	2	2
Mr. Anish Narendra Nashine	Member	Independent Director	2	2
Ms. Siddhi Rathi	Member	Non-Executive Director	2	0

The Terms of reference and role of Nomination and Remuneration Committee covers the area as under:



1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel, senior management personnel and other employees. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a. use the services of an external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates.
2. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. Devising a policy on diversity of board of directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
6. Recommend to the board, all remuneration, in whatever form, payable to senior management;
7. Support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors;
8. To carry any other duties as may be required under the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and the Companies Act, 2013 and rules made thereunder or as may be delegated by the Board of Directors from time to time.

## **PERFORMANCE EVALUATION**

In terms of the provisions of the Act, Listing Regulations and as per the recommendation of the Nomination and Remuneration Committee, Board has adopted a formal mechanism for evaluating its performance, as well as that of its committees and individual directors. The exercise was carried out through a structured evaluation process covering various aspects of the Board functioning such as

composition of the Board & Committees, experience & competencies, leadership attribute of the directors through vision and values, strategic thinking and decision making, commercial and business acumen, contribution to resolution of divergent views, proactive participation, time commitment, teamwork skills and adequacy of business strategy.

## **NOMINATION AND REMUNERATION POLICY**

### **INTRODUCTION**

This policy on Nomination and Remuneration of Directors, Key Managerial Personnel (“KMP”), Senior Management Personnel (“SMP”) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, in order inter-alia to pay equitable remuneration to Directors, KMPs, SMP and other employees of the Company. This policy shall act as guidelines on matters relating to the remuneration, appointment of the Directors, Key Managerial Personnel and Senior Management Personnel and other employees.

### **APPLICABILITY**

The Policy is applicable to:

- Directors (Executive and Non-Executive)
- Key Managerial Personnel
- Senior Management Personnel and other employees

### **DEFINITIONS**

In this policy unless the context otherwise requires

- a) “Act” means Companies Act, 2013 and rules made thereunder, as amended from time to time.
- b) “Company” means DRA Consultants Limited.
- c) “Board” means Board of Directors of DRA Consultants Limited.
- d) “Committee” means Nomination and Remuneration Committee of the Company as constituted by the Board from time to time.
- e) “Key Managerial Personnel” or “KMP” means Managing Director, Whole-time Director, Chief Executive Officer, Chief Financial Officer, Company Secretary and such other persons who may be deemed to be KMP under the Companies Act, 2013.
- f) “Senior Management Personnel” means officers/ personnel of the Company, who are members of its core management team excluding Board of Directors and shall comprise all members of management one level below the Chief Executive Officer/ Managing Director/ Whole Time

Director/ Manager (including Chief Executive Officer/ Manager, in case they are not part of the Board) and shall include Functional head, Company Secretary and Chief Financial Officer.

**ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE:**

Nomination and Remuneration Committee shall govern the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and Senior Management Personnel and other employees. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - use the services of an external agencies, if required;
  - consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - consider the time commitments of the candidates.
2. formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. devising a policy on diversity of board of directors;
4. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
5. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
6. recommend to the board, all remuneration, in whatever form, payable to senior management;
7. support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors;
8. To carry any other duties as may be required under the SEBI (Listing Obligation & Disclosures Requirement) Regulations, 2015 and Companies Act, 2013 and rules made thereunder or as may be delegated by the Board of Directors from time to time.

**CRITERIA FOR SELECTION OF CANDIDATES FOR MEMBERSHIP ON THE BOARD OF DIRECTORS, KMP'S AND SENIOR MANAGEMENT PERSONNEL**

a. General Criteria

A person to be appointed as Director, KMP or Senior Management Personnel 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.

Further, person to be appointed/ re-appointed as director should:

- be an individual of the highest integrity and have an inquiring mind, a willingness to go into details and the ability to work well with others;
- be free of any conflict of interest that would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director;
- be willing and able to devote sufficient time to the affairs of the Company and be diligent in fulfilling the responsibilities of a director;
- have the capacity and desire to represent the best interests of the stakeholders as a whole; and
- not be disqualified under the provisions of the Companies Act, 2013 and applicable rules and regulations.

b. Specific Criteria

In addition to the aforesaid, the Nomination and Remuneration Committee may, if it deems fit, advise from time to time, develop specific criteria outlining the qualification, skills, experience, expertise, backgrounds, and other characteristics that should be represented on the Board to enhance its effectiveness. Any such criteria should take into account the particular needs of the Company based on its business, size, ownership, growth objectives, community, customers and other characteristics and should be adjusted as these Company's characteristics evolve.

**POLICY ON REMUNERATION**

The remuneration policy of the Company reflects the Company's objectives for good corporate governance as well as sustained long- term value creation for shareholders and guided by a common reward framework and set of principles and objectives as more fully and particularly envisaged under Section 178 of the Act, inter-alia principles pertaining to determining qualifications, positive attributes, integrity and independence etc. Remuneration policy of DRA Consultants is as follows:

**A. Executive Directors' Remuneration**

1. At the time of appointment or re-appointment, Managing Director and the Executive Directors of the Company i.e., Whole-time Director as defined in the Companies Act, 2013 by whatever name

may be called (hereinafter known as Executive Directors) shall be paid such remuneration as may be proposed by Nomination and Remuneration Committee and subsequently approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013.

2. The remuneration shall be subject to the approval of the Members of the Company at its General Meeting, wherever required under the provisions of the Companies Act, 2013 and rules made there under or under the provision of any other laws as may be applicable.
3. The remuneration of the Executive Directors is broadly a gross remuneration comprises of basic salary, allowances, perquisites, amenities and retiral benefits.
4. In determining the remuneration (including the element as defined in clause 3) the Nomination and Remuneration Committee shall ensure/ consider the following:
  - I. Remuneration shall be evaluated annually against performance industry benchmarks and current trends.
  - II. Balance between fixed and incentive pay reflecting short- and long-term performance objectives, appropriate to the working of the Company and its goals.
  - III. Responsibility required to be shouldered by the Executive Directors, the industry benchmarks and the current trends.
  - IV. The Company's performance vis-à-vis the annual budget achievement and individual performance vis- à-vis the KRAs / KPIs.
5. Minimum remuneration to Executive Directors if in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Executive Directors in accordance with the provision of the Companies Act, 2013 and rules made thereunder.

#### **B. Remuneration for Non-Executive Directors**

Non-Executive members of the Board shall be entitled for sitting fees for attending the meetings of the Board or committees thereof. The sitting fee will be fixed by the Board of Directors from time to time in accordance with the provisions of the Companies Act, 2013 and other applicable rules and regulations. Non-Executive directors shall not be entitled to any fixed or monthly salary or other remuneration.

#### **C. Remuneration policy for the Key Managerial Personnel, Senior Management Personnel and other employees.**

The KMP (Except for Managing Director and Whole time Director), Senior Management Personnel and other employees of the Company shall be paid monthly remuneration as per the Company's HR policies and/ or as may be approved by the Committee.

In determining the remuneration to Key Managerial Personnel, Senior Management Personnel and other employees the following shall be considered:

- i. the relationship of remuneration and performance benchmark is clear;
- ii. the balance between fixed and incentive pay reflecting short- and long-term performance objectives, appropriate to the working of the Company and its goals;
- iii. the Company shall follow a compensation mix of fixed component and variable component. Fixed Component comprises salaries, perquisites and retirement benefits and a variable component comprises performance bonus and may include:
  - Short-term incentives, based on the achievement of a number of individuals, pre- defined financial and strategic business targets.
  - Long-term incentives in the form of stock options, promoting a balance between short- term achievements and long-term thinking, in accordance to various applicable laws.
  - Pension contributions, made in accordance with applicable laws and employment agreements.
  - Severance payments in accordance with termination clauses in employment agreements. Severance payments shall comply with local legal framework.
- iv. the remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company’s performance vis-à-vis the annual budget achievement, individuals’ performance vis-à-vis KRAs / KPIs, industry benchmark and current compensation trends in the market. The Benchmark information is obtained from recognized compensation service consultancies, whenever required.

**BRIEF TERMS OF EMPLOYMENT AND DETAILS OF REMUNERATION PAID TO THE EXECUTIVE DIRECTORS DURING THE YEAR ENDED MARCH 31, 2023**

Sr. No.	Particulars	Mr. Dinesh Rathi (Managing Director)	Mrs. Uma Rathi (Executive Director)	Mr. Aditya Rathi (Executive Director)
1.	Salary, benefits and allowances (fixed)	-	14,40,000.00	3,60,000.00
2.	Incentive (fixed)	-	-	-
3.	Provident fund	-	-	-
4.	Stock options granted	-	-	-
5.	Commission	-	-	-
	-as % of profit	-	-	-
	- others, specify...	-	-	-
6.	Others, please specify	-	-	-
	<b>Total (A)</b>	-	<b>14,40,000.00</b>	<b>3,60,000.00</b>

The aforementioned directors' remuneration is pursuant to recommendation of the Nomination and Remuneration Committee, approval of the Board and shareholders in compliance with the provisions of the Act and Listing Regulations.

### **C. 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 31st March, 2023:

<b>Name of the Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Mr. Anish Narendra Nashine	Member	Independent Director
Mr. Manavendra Jayapal	Chairman	Independent Director
Ms. Siddhi Rathi	Member	Non- Executive Director

During the period no meetings were held.

The Terms of reference and role of Stakeholders' Relationship Committee covers the area as under:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
5. To carry any other duties as may be required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 and rules made thereunder and delegated by the Board of Directors from time to time.

Shareholders grievances/ complaints received and resolved during the year:



Number of shareholders' complaints received during the year ended March 31, 2023	0
Number of complaints not resolved to the satisfaction of shareholders	0
Number of pending complaints	0

#### **D. 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	Non-Executive Director	25.08.2016	----
4.	Mr. Manavendra Jaypal	Independent Director	16.08.2018	----
5.	Mr. Aditya Dinesh Rathi	Executive Director	12.12.2017	----
6.	Mr. Anish Narendra Nashine	Independent Director	30.09.2021	----

##### **-RETIREMENT BY ROTATION**

Pursuant to provisions of the Companies Act, 2013, Ms. Siddhi Dinesh Rathi (DIN: 07041816) Director will retire at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Board recommends her 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	17.08.2022
2	Ms. Ravina Modi	Company Secretary	22.08.2022	-----
3	Mr. Ravindra Ashok Gaikwad	Chief Financial Officer	05.03.2020	20.10.2022
4	Mr. Rajesh Nagpure	Chief Financial Officer	27.10.2022	-----

#### **9. GENERAL BODY MEETINGS**

##### **DETAILS FOR THE LAST THREE ANNUAL GENERAL MEETINGS ("AGM")**

AGM Date & Time	Venue	Resolutions
11 <sup>th</sup> Annual General Meeting Wednesday, 30 <sup>th</sup> September, 2020 at 10.00 A.M.	Plot No. 58, Ingole Nagar, Wardha Road, Nagpur- 440005 MH	<ul style="list-style-type: none"> <li>• 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.</li> <li>• To appoint Mr. Aditya Dinesh Rathi as, a director, who retires by rotation and being eligible offer himself for re-appointment.</li> <li>• To ratify the appointment of M/s Amit Gharlute &amp; Co., Chartered Accountants, Nagpur as the Statutory Auditors of the Company and fix their remuneration.</li> </ul>
12 <sup>th</sup> Annual General Meeting Thursday, 30 <sup>th</sup> September, 2021 at 10.00 A.M.	Plot No. 58, Ingole Nagar, Wardha Road, Nagpur- 440005 MH	<ul style="list-style-type: none"> <li>• To receive, consider and adopt the Audited financial statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2021, together with Reports of the Board of Directors and the Auditors thereon.</li> <li>• To appoint Mr. Dinesh Rathi as, a director, who retires by rotation and being eligible offer himself for re-appointment.</li> <li>• To appoint M/s. K N D &amp; Associates, Chartered Accountants, Nagpur as the Statutory Auditors of the Company.</li> <li>• To re-appoint Mr. Dinesh Rathi, as Managing Director of the Company.</li> <li>• Appointment of Mr. Anish Narendra Nashine (DIN: 09289733) as a Non-Executive Independent Director.</li> <li>• Change in designation of Mr. Aditya Dinesh Rathi (DIN 08012021) from Non-Executive Director to Executive Director of the Company.</li> </ul>
13 <sup>th</sup> Annual General Meeting Friday, 30 <sup>th</sup> September, 2022 at 10.00 A.M.	Plot No. 58, Ingole Nagar, Wardha Road, Nagpur- 440005	<ul style="list-style-type: none"> <li>• To receive, consider and adopt the Audited financial statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022, together</li> </ul>

		<p>with Reports of the Board of Directors and the Auditors thereon.</p> <ul style="list-style-type: none"> <li>To re-appoint Mrs. Uma Dinesh Rathi as, a director, who retires by rotation and being eligible offer herself for re-appointment.</li> </ul>
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**10. MEANS OF COMMUNICATION**

- Being SME listed company the publication of the half year and year to date audited/ unaudited financial results in the leading newspaper of India is not obligatory.
- The financial results and other corporate information are available on the website [www.dra.net.in](http://www.dra.net.in) of DRA Consultants Limited.
- The presentations made to the institutional investors or to the industry analysts are also available on the Company’s website [www.dra.net.in](http://www.dra.net.in).
- Yearly audited financial results as a part of Annual Report are also sent to all the shareholders whose email address is registered with their Depository Participants (DP)/ Company.

**11. GENERAL SHAREHOLDER INFORMATION**

**ANNUAL GENERAL MEETING**

Date and Time: Saturday, September 30, 2023 at 10:00 A.M.  
 Venue: At the Registered Address of the company

**FINANCIAL YEAR**

Being SME Listed Company, the provision of Quarterly results is not applicable. The half yearly unaudited results are declared within forty-five days following each half year, and the annual financial results within sixty days from the end of the financial year.

**DIVIDEND PAYMENT DATE – N.A.**

**LISTING ON STOCK EXCHANGES**

The equity shares of DRA Consultants Systems are listed and traded on Bombay Stock Exchanges (BSE Limited), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 having Scrip Code 540144.

The annual listing fee for the F.Y. 2023-24 has been paid within the scheduled time to BSE.

**MARKET PRICE DATA: HIGH, LOW DURING EACH MONTH IN FINANCIAL YEAR ENDED MARCH 31, 2023**

The monthly high and low quotations of DRA Consultants Limited equity shares traded on BSE during each month in the financial year ended March 31, 2023, in comparison with BSE Sensex, are as follows:

MONTH 2022-2023	BSE			
	SHARE PRICE		SENSEX	
	HIGH	LOW	HIGH	LOW
Apr	16.60	14.30	60845.10	56009.07
May	23.52	15.79	57184.21	52632.48
Jun	22.25	15.30	56432.65	50921.22
Jul	26.00	13.95	57619.27	52094.25
Aug	34.00	22.35	60411.20	57367.47
Sept	41.00	27.25	60676.12	56147.23
Oct	30.95	23.05	60786.70	56683.40
Nov	32.20	22.00	63303.01	60425.47
Dec	28.35	22.70	63583.07	59754.10
Jan	26.75	22.00	61343.96	58699.20
Feb	25.05	19.10	61682.25	58795.97
Mar	23.99	17.15	60498.48	57084.91

Source: www.bseindia.com

### SHARE TRANSFER SYSTEM

As per SEBI norms, all requests for transfer of securities shall be processed only in dematerialized form. Further vide circular dated January 24, 2022, SEBI has notified that all requests for duplicate issuance, splitting and consolidation requests too will be processed in demat mode only.

Transfer of Equity Shares in dematerialized form are done through depositories with no involvement of the Company/ the registrar and share transfer agent. The registrar and share transfer agent of DRA Consultants Limited periodically receives the details of beneficiary holdings from depositories

### DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2023

Shareholding of nominal value of (Rs)	Shareholders		Share Capital	
	Number	% To total	Number	% To total
1 – 5000	272	72%	817503	7%
5001-10000	53	14%	477888	4%
10001-15000	14	4%	192112	2%
15001-20000	12	3%	235000	2%
20001 – 30000	9	2%	235000	2%
30001-40000	6	2%	212500	2%

40001-60000	2	1%	95000	1%
60001-80000	3	1%	200000	2%
80001-100000	2	1%	165096	2%
100001 & above	3	1%	8339901	76%

### CATEGORY WISE SHAREHOLDING AS ON MARCH 31, 2023

Category	Category of Shareholder	No. of shares	Percentage
<b>(A)</b>	<b>Promoters &amp; Promoter Group</b>		
1.	Indian	8009998	73.02
2.	Foreign	-	-
	<b>Sub Total (A)</b>	<b>8009998</b>	<b>73.02</b>
<b>(B)</b>	<b>Public Shareholding</b>	-	-
1.	<b>Institutions</b>	-	-
	Mutual Funds / UTI	-	-
	Financial Institutions / Banks	-	-
	Foreign Institutional Investors/ Foreign Portfolio Investors	-	-
	<b>Sub Total (B)(1)</b>	-	-
2.	<b>Non-institutions</b>	-	-
	Body Corporate - Indian	120000	1.09
	Resident Individual shareholders holding nominal share capital up to Rs. 2 lakhs	1470002	13.40
	Resident Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	1092500	9.96
	Directors & their relatives	50000	0.46
	Key Managerial Personnel		
	Non-Resident Indians (NRIs)	80000	0.73
	Foreign Nationals	-	-
	Any Other (Clearing Members)	-	-
	Any Other (Bodies Corporate)	-	-
	Any Other (HUF)	147500	1.34
	<b>Sub Total (B)(2)</b>	<b>2960002</b>	<b>26.98</b>
	<b>Total Public Shareholding (B)(1) + (B)(2) = (B)</b>	<b>2960002</b>	<b>26.98</b>
	<b>Grand Total (A+B)</b>	<b>10970000</b>	<b>100.00</b>

### DEMATERIALIZATION OF SHARES

Shareholders seeking dematerialisation of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic

request and will send the physical share certificate along with demat request form to the Registrar and Share Transfer Agent (the “Registrar”) of the Company.

Upon receipt of the request and share certificate, the Registrar will verify the same and will confirm the demat request. On confirmation, the demat account of the respective shareholder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder through their respective DPs.

About 99.99% of the issued and paid-up share capital of the Company has been dematerialised up to financial year ended March 31, 2023. The International Securities Identification Number (ISIN) of the Company is INE746V01016. The equity shares of the Company are traded on BSE throughout the year under review and were not suspended from trading at any time during the year.

#### **OUTSTANDING GDRS/ ADRS/ WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY**

DRA Consultants Limited has not issued any GDRs/ ADRs. There were no outstanding convertible warrants as on financial year ended March 31, 2023.

#### **12. ADDRESS FOR CORRESPONDENCE**

##### **DRA Consultants Limited**

Registered & Corporate Office

58, Ingole Nagar, Wardha Road, Nagpur-440005

Email: investors@dra.net.in

##### **Branch Locations**

a) **Indore:**

Add: 215-A, Telephone Nagar Extension,

Near Mahidpurwala House,

Indore Madhya Pradesh-452016

b) **Pune:**

Water Treatment Plant,

Sector 23, Near Appu Ghar,

Nigdi, Pune- 411044

c) **Chennai:**

R/o Flat H. No.: 4/37,

2nd Floor, Mahalaxmi Street,

T Nagar, Chennai-600017

d) **Mumbai:**

103, Anunagar, Waghbil, Kavesar,

Ghodbandar Road, Thane(W) - 400615  
Maharashtra, India

e) **Guwahati (Assam):**

H. No. 55c, Piyali Phukan Road, Rehabari,  
Guwahati - 781008, Assam, India

**Address For Other Correspondence**

For any assistance regarding dematerialisation of shares, share transfers, transmissions, change of address, non-receipt of dividend or any other query relating to shares:

**Registrar and Share Transfer Agent**

Bigshare Services Pvt. Ltd  
S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park,  
Next to Ahura Centre, Mahakali Caves Road,  
Andheri (East) Mumbai - 400093  
Phone: +9122-62638200, Fax No.: +9122-62638299  
Email: [info@bigshareonline.com](mailto:info@bigshareonline.com)  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)

**13. 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.

**14. 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".

**15. CHANGES IN SHARE CAPITAL**

There is no Change in the Share Capital structure of the Company. The Share Capital structure at March 31, 2023 stood as mentioned below:

<b>PARTICULARS</b>	<b>NO. OF SHARES</b>	<b>SHARE CAPITAL (IN RS.)</b>
Authorised Share Capital	12000000	Rs. 12,00,00,000/-



Paid up Share Capital                      10970000                      Rs. 10,97,00,000/-

**16. STATUTORY COMPLIANCE, PENALTIES AND STRICTURES**

During the year under review, there were no penalties imposed on DRA Consultants Limited for any non-compliance by Stock Exchanges, SEBI or any other statutory authority on matters related to capital markets during the last three years.

**17. 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.

**18. COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF NON-MANDATORY REQUIREMENTS OF REGULATION 27(1) READ WITH PART-E OF SCHEDULE-II OF THE LISTING REGULATIONS**

Being SME Listed Company Regulation 27 of SEBI LODR is not applicable to the company.

**19. CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE REGARDING NON-DISQUALIFICATION OF DIRECTORS**

M/s. Kunal Dutt & Associates has issued a certificate under the Listing Regulations, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Director of Company by SEBI, Ministry of Corporate Affairs or any such statutory authority. The said certificate is enclosed as **ANNEXURE-VI** to this report.

**20. WEB LINK WHERE POLICY FOR DETERMINING ‘MATERIAL’ SUBSIDIARIES IS DISCLOSED**

In terms of the provisions of Listing Regulations, your Company has a policy for determining Material Subsidiary and such policy is available on the Company's website at the link: <https://www.dra.net.in/wp-content/uploads/2022/10/8.-Policy-on-Material-Subsidiaries.pdf>

## **21. WEB LINK WHERE POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS**

In compliance of the provisions of Listing Regulations, the policy on dealing with Related Party Transactions has been uploaded on the website of the Company at the following link: <https://www.dra.net.in/wp-content/uploads/2023/02/7.-Policy-on-Related-Party-Transaction.pdf>

## **22. 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 31st March, 2023 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 31st March, 2023 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 31st March, 2023 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.

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

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

## **24. EXTRACT OF ANNUAL RETURN**

The Annual Return of the Company as on March 31, 2023 in Form MGT - 7 in accordance with Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014, is available on the website of the Company at <https://www.dra.net.in/>.

## **25. 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 – II**.

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.

## **26. 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.

## **27. AUDITORS**

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

M/s K N D & Associates, FRN 112180W Chartered Accountants, Nagpur were appointed as Statutory Auditors of your Company in the Annual General Meeting (AGM) held on 30<sup>th</sup> September, 2021 for a term of 5 (Five) consecutive years to hold office till the conclusion of the 17<sup>th</sup> Annual General Meeting of the Company to be held in the Calendar year 2026.

### **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, 2023 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 III**" 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 D N Tonpe & Co. Chartered Accountant Registration No. 111019W as an Internal Auditor to conduct the Internal Audit of the Company.

The Board has appointed M/s D N Tonpe & Co., Chartered Accountant (FRN: 111019W) as Internal Auditor to conduct the Internal audit of your Company for the financial year 2022-23.

### **28. 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 IV" and forms part of this Report.

### **29. 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.

### **30. 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.

### **31. 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, 2023 to the date of signing of the Director's Report.

### **32. 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.

### **33. 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.

### **34. 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.

### **35. 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.

The Board has laid down a Code of Conduct for all Board members and senior management personnel of the Company, which is available on DRA Consultants Limited's website at <https://www.dra.net.in/wp-content/uploads/2022/10/4.-Code-of-Conduct-%E2%80%93-Board-Senior-Management.pdf>

The Company has obtained confirmations for the compliance with the said code from all its Board members and senior management personnel for the year ended March 31, 2023.

A declaration to this effect given by Mr. Dinesh Rathi, Managing Director of the Company, is annexed and marked "ANNEXURE V" and forms part of this Report.

### **36. 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.

### **37. CORPORATE GOVERNANCE**

Since the Company has listed its securities on SME platform of BSE Limited, 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 31<sup>st</sup> March 2023.

### **38. 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.

### **39. SECRETARIAL STANDARDS**

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

### **40. GENERAL**

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

1. 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.

### **41. OTHER DISCLOSURES**

During the financial year under review:

- the Company has complied with the applicable Secretarial Standards, i.e., SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively.
- the Company does not have any stock option plan in force.
- the Company has neither invited nor accepted any deposits from the public within the purview of the Act and the Rules made thereunder, and accordingly no amount on account of principal or interest on public deposits was outstanding as on March 31, 2023.

- the Company has not issued shares with differential voting rights and sweat equity shares.
- no disclosure is required under Section 67 (3) (c) of the Act in respect of voting rights not exercised directly by employees of the Company, as the provisions of the said section are not applicable.
- the Company is not required to maintain Cost records under Section 148(1) of the Act.
- no significant or material orders were passed by the regulators or courts or tribunals which could impact the going concern status of the Company and its future operations.
- no material changes and commitments have occurred after the close of the year till the date of this report which may affect the financial position of the Company except as mentioned in this report elsewhere.

#### **42. 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**

**Place: Nagpur**

**Date: 14<sup>th</sup> August, 2023**

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

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



## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF DRA CONSULTANTS LIMITED

#### Report on the Financial Statements

#### Opinion

We have audited the accompanying financial statements of **DRA CONSULTANTS LIMITED** ("the Company") which comprises the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, Cash flow Statement 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 financial statements give the information required by the Companies Act 2013, as amended ("The Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under Section 133 of the Act and the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its profit for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the financial statements 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 Act, and the Rules thereunder, 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 audit opinion on the financial statements.

#### Information other than the Financial Statements and Auditors' Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report, but does not include the Financial Statements and our auditors' report thereon.

Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibilities for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance 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 relevant rules issued there under.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 statement 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.

The Board of Directors is responsible for overseeing the company's financial reporting process. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

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

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.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- i. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- ii. Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- iv. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern
- v. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Companies Act, 2013, we give in the Annexure "A" a statement on the matters specified in paragraph 3 & 4 of the said Order, to the extent applicable.
2. 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, dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued there under;
- e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) Provisions with respect to reporting of 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:
  - 1. The Company does not have any impact of pending litigations on its financial position in its financial statements.
  - 2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - 3. No amount was required to be transferred to the Investor Education and Protection Fund by the Company.

**FOR K N D & ASSOCIATES  
CHARTERED ACCOUNTANTS  
F.R.No. 112180W**

**-Sd-**

**PLACE: NAGPUR  
DATED: 03.05.2023  
UDIN 23100187BGWFCW3136**

**(CA KAILAS KEJGIR)  
PARTNER  
M. NO. 100187**

## ANNEXURE “A” TO INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

- i. In respect of the Company’s fixed assets:
  - (a) No amount was required to be transferred to the Investor Education and Protection Fund by the Company.
  - (b) All the fixed assets have been physically verified by the management at reasonable intervals, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given by the management, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date
  - (d) According to the information and explanations given by the management, the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
  - (e) No such proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. The company does not hold any inventory and as such provisions of (ii) are not applicable.
- iii. The company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
- iv. In our opinion and according to information and explanation provided to us, the Company has not granted loans to the parties in compliance with the provisions of sections 185 & 186 of the Companies Act, 2013.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Companies Act 2013 and the rules framed there under to the extent notified.
- vi. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.
- vii. In respect of statutory dues:
  - (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed

statutory dues as applicable with the appropriate authorities. There are no arrears of outstanding statutory dues as at the last day of the financial year, for a period of more than 6 months from the date they became payable.

- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, wealth-tax on account of any dispute.
- viii. There were no transactions which were not recorded in the books of account and as such question of surrender or disclosure as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) does not arise.
- ix. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution, bank and government.
- x. (a) The company has not raised any amount by way of further public offer. The company has not taken term loan during the year.
- (b) According to the information and explanations provided to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xi. a) No fraud has been noticed or reported by the company or any fraud on the Company by its officers or employees during the year.
- b) In view of clause XI (a) report under sub-section (12) of section 143 of the Companies Act was not required to be filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- c) No whistle-blower complaint was received during the year by the company.
- xii. In our opinion, the Company is not a Nidhi Company, therefore, the provisions of clause 3(xii) of the Order are not applicable.
- xiii. According to the information and explanations provided by the management, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards.
- xiv. In view of provisions of section 138 of the Companies Act, 2013 r.w. rule 13, the company has complied with the said section.
- xv. The company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.
- xvi. (a) According to the information and explanations provided to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company,

- (b) The company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;
- (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India
- (d) The Group has no CIC as part of the Group.
- xvii. The company has not incurred cash losses in any financial year
- xviii. There has been no resignation of the statutory auditors during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- However, this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due."
- xx. The provisions of section 135 of Companies Act, 2013 are not applicable.

The company does not have its holding or subsidiary company and as such no consolidated financial statements are required to be prepared, hence provisions of this clause as regards qualifications or adverse remarks do not arise.

**FOR K N D & ASSOCIATES  
CHARTERED ACCOUNTANTS  
F.R.No. 112180W**

**-Sd-**

**PLACE: NAGPUR  
DATED: 03.05.2023  
UDIN 23100187BGWFCW3136**

**(CA KAILAS KEJGIR)  
PARTNER  
M. NO. 100187**



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

**TO THE MEMBERS 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 March 31, 2023 in conjunction with our audit of the 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 based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”. 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 judgement, 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.

## **DRA CONSULTANTS LIMITED**

### **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 March 31, 2023, based on, "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

**FOR K N D & ASSOCIATES  
CHARTERED ACCOUNTANTS  
F.R.No. 112180W**

**-Sd-**

**PLACE: NAGPUR  
DATED: 03.05.2023  
UDIN 23100187BGWFCW3136**

**(CA KAILAS KEJGIR)  
PARTNER  
M. NO. 100187**

### Balance Sheet as at 31st March, 2023

(Amount in Rs.00')

Sr. No.	Particulars	Note	As At	As At
			31st March, 2023	31st March, 2022
	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholder's funds</b>			
	(a) Share Capital	<b>1</b>	1097000.00	1097000.00
	(b) Reserves and surplus	<b>2</b>	1677984.00	1504460.80
<b>2</b>	<b>Share Application Money Pending Allotment</b>		0.00	0.00
<b>3</b>	<b>Non-current liabilities</b>			
	(a) Long-term borrowings		0.00	0.00
	(b) Other Long-Term Liabilities		0.00	0.00
	(c) Long-term provisions		0.00	0.00
<b>4</b>	<b>Current liabilities</b>			
	(a) Short-term borrowings	<b>3</b>	0.00	0.00
	(b) Trade payables	<b>4</b>	238609.44	231461.77
	(c) Other current liabilities	<b>5</b>	46154.69	44349.24
	(d) Short-term provisions	<b>6</b>	70522.74	364805.17
	<b>TOTAL</b>		<b>3130270.87</b>	<b>3242076.97</b>
	<b>ASSETS</b>			
<b>1</b>	<b>Non-current assets</b>			
	(a) Property, Plant and Equipment & Intangible Assets			
	<b>(i) Property, Plant and Equipment</b>	<b>7</b>	670736.64	723751.89
	<b>(ii) Intangible Assets</b>		0.00	0.00
	<b>(iii) Capital WIP</b>		0.00	0.00
	<b>(iv) Tangible assets under development</b>		0.00	0.00
	(b) Non-current investments	<b>8</b>	1003392.91	885520.36
	(c) Deferred Tax Asset (net)		(8209.4)	(3879.21)
	(d) Long-term loans and advances	<b>9</b>	153767.97	117736.31
	(e) Other Non-Current Assets		0.00	0.00
	<b>TOTAL (1)</b>		<b>1819688.16</b>	<b>1723129.35</b>

<b>2</b>	<b>Current assets</b>			
	(a) Current investments		0.00	0.00
	(b) Inventories		0.00	0.00
	(c) Trade receivables	<b>10</b>	936614.81	814492.65
	(d) Cash and cash equivalents	<b>11</b>	143778.47	55248.01
	(e) Short-term loans and advances	<b>12</b>	204872.74	549534.96
	(f) Other Current Assets	<b>13</b>	25316.69	99672.00
	<b>TOTAL (2)</b>		1310582.71	1518947.62
	<b>TOTAL (1+2)</b>		<b>3130270.87</b>	<b>3242076.97</b>
	Significant Accounting Policies	<b>1 to</b>		
	Notes on Financial Statements	<b>23</b>		

**On Behalf of the Board**

**AS PER OUR REPORT OF EVEN DATE ATTACHED**

**-Sd-**

**Dinesh Rathi**  
Managing Director  
DIN: 01516715

**-Sd-**

**Uma Rathi**  
Director  
DIN: 02578611

**For K N D & ASSOCIATES**  
**Chartered Accountants**  
**F.R.N.: 112180W**

**-Sd-**

**Rajesh Nagpure**  
Chief Financial Officer  
**Date: 03.05.2023**

**-Sd-**

**Ravina Modi**  
Company Secretary  
**Place: Nagpur**

**-Sd-**

**[KAILAS KEJGIR]**  
**PARTNER**  
**Mem. No.: 100187**  
**UDIN: 23100187BGWFCW3136**

**DRA CONSULTANTS LIMITED**  
**Statement of Profit and Loss for the Year Ended 31st March, 2023**

(Amount in Rs.00')

Sr. No.	Particulars	Note	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
<b>I.</b>	<b>Revenue</b>			
	Revenue from operations	<b>14</b>	1504314.79	1512852.01
<b>II.</b>	Other income	<b>15</b>	58304.18	47079.50
<b>III.</b>	<b>Total Income (I +II)</b>		1562618.98	1559931.52
<b>IV.</b>	<b>Expenses</b>			
	Cost of materials consumed		0.00	0.00
	Purchases of Stock-in-Trade		0.00	0.00
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade		0.00	0.00
	Employee benefits expense	<b>16</b>	538178.77	516230.97
	Finance costs	<b>17</b>	13402.33	12226.84
	Depreciation & amortization Expense	<b>7</b>	64389.42	69263.39
	Other Expenses	<b>18</b>	708978.27	734715.00
	<b>Total expenses</b>		1324948.79	1332436.19
<b>V.</b>	<b>Profit before exceptional and extraordinary items and tax (III-IV)</b>		237670.19	227495.32
<b>VI.</b>	Exceptional items		0.00	0.00
<b>VII.</b>	<b>Profit before extraordinary items and tax (V - VI)</b>		237670.19	227495.32
<b>VIII.</b>	Extraordinary items		0.00	0.00
<b>IX.</b>	Profit before tax (VII-VIII)		237670.19	227495.32
<b>X.</b>	<b>Income for earlier Year</b>		0.00	0.00
<b>XI.</b>	<b>Tax expense:</b>			
	(1) Current tax		59816.83	57256.02

	(2) Deferred tax (Asset) / Liability		4330.16	5047.21
	(3) Income tax for earlier year		0.00	0.00
<b>XII.</b>	<b>Profit After Tax from continuing operations</b>		173523.20	165192.09
<b>XIII.</b>	<b>Earning per equity Share:</b>			
	<b>(1) Basic &amp; diluted</b>		1.58	1.51
	Significant Accounting Policies	<b>1 to 23</b>		
	Notes on Financial Statements			

**On Behalf of the Board**

**AS PER OUR REPORT OF EVEN DATE ATTACHED**

**-Sd-**

**Dinesh Rathi**

Managing Director  
DIN: 01516715

**-Sd-**

**Uma Rathi**

Director  
DIN:02578611

**For K N D & ASSOCIATES**  
**Chartered Accountants**  
**F.R.N.: 112180W**

**-Sd-**

**Rajesh Nagpure**

Chief Financial Officer

**Date: 03.05.2023**

**-Sd-**

**Ravina Modi**

Company Secretary

**Place: Nagpur**

**-Sd-**

**[KAILAS KEJGIR]**

**PARTNER**

**Mem. No.: 100187**  
**UDIN: 23100187BGWFCW3136**

**DRA CONSULTANTS LIMITED, NAGPUR**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2023**

(Amount in Rs.00')

Particulars	As At 31/03/2023		As At 31/03/2022	
	Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
<b><u>A. CASH FLOW FROM OPERATING ACTIVITIES:</u></b>	-	-		
<b>Profit Before Tax</b>		<b>237670.19</b>		<b>227495.32</b>
ADD: Depreciation	64389.42		69263.39	
Finance Cost	13402.33		12226.84	
Income from Earlier Year	0.00	77791.75	0.00	81490.23
LESS: Profit on Sale of Investment	7006.33		15153.66	
Provision for tax write off	0.00		0.00	
Rent from Property				
Interest and dividend Income from Investments	43081.15	50087.48	30764.87	45918.52
<b>Operating Profit Before Working Capital changes</b>		<b>265374.46</b>		<b>263067.03</b>
ADD: Increase in Trade payables	7147.67		0.00	
Increase In Other Current Liabilities	1805.45		4350.41	
Decrease in Short term loans and advances	344662.23		0.00	
Decrease in Trade Receivable	0.00		0.00	
Increase in Short Term Provisions	(294282.43)	59332.92	58460.61	62811.02
LESS: Increase in Trade Receivables	122122.16		96383.48	
Decrease in Short Term Borrowings	0.00		0.00	
Increase in Short term loans and advances	0.00		119541.75	
Increase in Other current Assets	(74355.31)		23417.89	
Increase in Current Investments	0.00		0.00	
Decrease in Trade payables	0.00		87841.24	
Decrease in Short Term Provisions	0.00	47766.85	0.00	327184.36
<b>CASH FROM OPERATIONS</b>		<b>276940.53</b>		<b>(1306.31)</b>
LESS: Direct Tax Paid		64146.99		62303.23
<b><u>NET TOTAL (A)</u></b>		<b>212793.54</b>		<b>(63609.55)</b>
<b><u>B. CASH FLOW FROM INVESTING ACTIVITIES:</u></b>				
ADD: Change in Fixed Assets	(11374.17)		(43636.73)	
Change in Long Term Investments	(117872.57)		(71862.42)	
Rental Income	0.00		0.00	



Profit On Sale Of Investment	7006.33		15153.66	
Interest and Dividend Income from Investments	43081.15	(79159.26)	30764.87	(69580.63)
LESS: Increase in Long Term Loans & Advances	36031.66		(7917.81)	
Increase in Other Non- Current Assets	(4330.16)	31701.50	(5047.21)	(12965.02)
<b>NET TOTAL (B)</b>		<b>(110860.76)</b>		<b>(56615.60)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>				
ADD: Share Application money	0.00	0.00	0.00	0.00
LESS: Repayment of Borrowing	0.00		0.00	
Interest on borrowings	13402.33		12226.84	
Dividend Paid	0.00	13402.33	0.00	12226.84
<b>NET TOTAL (C)</b>		<b>(13402.33)</b>		<b>(12226.84)</b>
<b>Increase And Decrease In Cash And Cash Equivalents (A+B+C)</b>		<b>88530.44</b>		<b>(132451.99)</b>
Cash (and cash equivalents) at beginning of the year		<b>55248.01</b>		<b>187700.00</b>
Cash (and cash equivalents) at end of the year		<b>143778.45</b>		<b>55248.01</b>

On Behalf of the Board

AS PER OUR REPORT OF EVEN DATE ATTACHED

-Sd-

**Dinesh Rathi**  
Managing Director  
DIN: 01516715

-Sd-

**Uma Rathi**  
Director  
DIN: 02578611

**For K N D & ASSOCIATES**  
**Chartered Accountants**  
F.R.N.: 112180W

-Sd-

**Rajesh Nagpure**  
Chief Financial Officer  
Date: 03.05.2023

-Sd-

**Ravina Modi**  
Company Secretary  
Place: Nagpur

-Sd-

**[KAILAS KEJGIR]**  
**PARTNER**  
Mem. No.: 100187  
UDIN: 23100187BGWFCW3136

**DRA CONSULTANTS LIMITED**

**SIGNIFICANT ACCOUNTING POLICIES:**

**a) ICDS-I Accounting Policies:**

Financial statements are prepared under historical cost convention on accrual basis in accordance with the requirements of the generally accepted accounting principles in India and the provisions of the Companies Act, 2013

**b) ICDS-IV-Revenue Recognition:**

In compliance with the provisions of ICDS-IV, revenue is recognized on completion of professional contracts or on realization of the same in part to that extent as per terms and condition of professional contract.

**c) ICDS-V Fixed Assets:**

In compliance with the provisions of ICDS-V, Fixed Assets are stated at cost and includes amounts added on revaluation, less accumulated depreciation and impairment loss, if any. Depreciation has been provided on W.D.V. basis at the rate prescribed under the schedule II of the Companies Act, 2013.

**d) Retirement Benefits to Employees:**

**(i) Provident Fund**

Contribution is made monthly at the prescribed rate to the appropriate authority and accounted for on accrual basis.

**(ii) Gratuity**

Provision is made through LIC Gratuity Plan linked with SBI Trust Account.

**(iii) Leave Encashment**

No provision for Leave Encashment is made.  
Liability is accounted for on actual payment basis.

**e) Provision for Current and Deferred Tax:**

Current tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognized, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

**f) Investments:**

- i) Non-current Investments are stated at cost.
- ii) No Provision has been made for diminution in value of investment in shares.

**g) ICDS-IX Borrowing Costs:**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowings costs are charged to profit and loss statements.

**h) ICDS-X Provisions, Contingent Liabilities and contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

- i) Provisions related to ICDS-II valuation of inventories, ICDS-III Construction contracts, ICDS-VI Foreign Currency transaction, ICDS-VII Government Grants, ICDS-VIII Securities are not applicable.
- j) Previous year figures have been regrouped/ recast wherever necessary.

Other accounting policies are in accordance with generally accepted accounting practices.

**FOR K N D & ASSOCIATES  
CHARTERED ACCOUNTANTS  
F.R.No. 112180W**

**-Sd-**

**PLACE: NAGPUR  
DATED: 03.05.2023  
UDIN 23100187BGWFCW3136**

**(CA KAILAS KEJGIR)  
PARTNER  
M. NO. 100187**

**DRA CONSULTANTS LIMITED**  
**Notes on Financial Statements for the Year Ended 31st March, 2023**

**Note 1: Share Capital**

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
1	<b><u>Authorised Share Capital</u></b> 12000000 Equity Shares of Rs.10/- Each	1200000.00	1200000.00
2	<b><u>Issued, Subscribed and Paid-Up Share Capital</u></b> 10970000 Equity Shares of Rs.10 /- Each fully Paid up	1097000.00	1097000.00
	<b>TOTAL</b>	<b>1097000.00</b>	<b>1097000.00</b>

**1 (A) Reconciliation of the Equity Shares outstanding at the beginning and at the end of the reporting period**

Sr. No.	Particulars	As At 31st March, 2023		As At 31st March, 2022	
		No. of Shares	Amount	No. of Shares	Amount
1	Equity Shares outstanding at the beginning of the year	10970000.00	1097000.00	10970000.00	1097000.00
2	ADD: New Shares issued during the year	0.00	0.00	0.00	0.00
3	LESS: Shares bought back during the year	0.00	0.00	0.00	0.00
4	Equity Shares outstanding at the end of the year	10970000.00	1097000.00	10970000.00	1097000.00

**1 (B) Details of shareholders holding more than 5 percent Equity Shares in the company**

Sr. No.	Name of the shareholder	As At 31st March, 2023		As At 31st March, 2022	
		No. of shares	% Of holding	No. of shares	% Of holding
1	Dinesh Chhaganlal Rathi	7929901.00	72.29%	7929900.00	72.29%

**1 (C) Details of shares held by promoters**

Shares held by promoters at the end of the year					
Sr. No.	Promoter Name	No. of Shares	Class of Shares	% Of total shares	% Change during the year
1	Dinesh Rathi	7929901.00	Equity shares of Rs. 10 each	72.29%	Nil
2	Uma Rathi	80096.00	Equity shares of Rs. 10 each	0.73%	Nil

**Note 2: Reserves & Surplus**

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
1	Securities Premium Reserve	0.00	0.00
2	<u>General Reserve</u> As per last Balance Sheet Less: Issue of Bonus Shares Add: Transfer from Profit and Loss Account	0.00 0.00	0.00 -
	Total (a)	0.00	0.00
3	<u>Profit and Loss account</u> As per last Balance Sheet Add: Profit for the year <b>Less:</b> Appropriations Transfer to General Reserve	1504460.80 173523.20 0.00	1339268.71 165192.09 0.00
	Total (b)	<b>1677984.00</b>	<b>1504460.80</b>
	<b>TOTAL (a)+(b)</b>	<b>1677984.00</b>	<b>1504460.80</b>

**Note 3: Short Term Borrowings**

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
	Short Term Borrowings	0.00	0.00
	<b>TOTAL</b>	<b>0.00</b>	<b>0.00</b>

**Note 4: Trade Payable**

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
1.	Sundry Creditors	238609.44	231461.77
	<b>TOTAL</b>	<b>238609.44</b>	<b>231461.77</b>

**Note 4.1: Trade Payable Aging Schedule**

Sr. No.	Particulars	Less than 1 year	1- 2 Years	2 - 3 Years	Above 3 Years	Total
1	MSME	0.00	0.00	0.00	0.00	0.00
2	Others	179313.99	59295.45	0.00	0.00	238609.44
3	Disputed -MSME	0.00	0.00	0.00	0.00	0.00
4	Disputed - Others	0.00	0.00	0.00	0.00	0.00
		<b>179313.99</b>	<b>59295.45</b>	<b>0.00</b>	<b>0.00</b>	<b>238609.44</b>

**Note:** The Company has not received any information from creditors regarding their status under Micro, small and Medium Enterprises Development Act 2006 and hence disclosure relating to amount unpaid at the end of the year under this act has not been given. There were no claims for interest on delayed payments

**Note 5: Other current liabilities**

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>1</b>	<b><u>Details of Other Liabilities</u></b>		
	Salary expenses Payable	44902.84	42593.70
	Profession Tax Payable	201.75	569.75
	Provident Fund Payable	903.43	1008.57
	ESIC Expenses Payable	146.67	177.22
	<b>TOTAL</b>	<b>46154.69</b>	<b>44349.24</b>

**Note 6: Short Term Provisions**

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
---------	-------------	---------------------------------	------------------------------

1	<b>Provision For Taxation</b>		
	Opening Balance	359256.42	302000.40
	During the year AY 2023-24	59816.83	57256.02
	Less: Squared off during the year	354442.00	0.00
		64631.25	359256.42
2	<b>Income Tax Deducted at Source Payable</b>	5891.49	5548.75
	<b>TOTAL</b>	<b>70522.74</b>	<b>364805.17</b>





**Note 8: Non-Current Investments**

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
1	FDR with Banks	722516.31	630630.62
2	Mutual Fund	280876.60	254889.74
3	Others in Demat A/c.	0.00	0.00
<b>Note:</b>	Aggregate amount of Quoted Investments - Nil Aggregate amount of Unquoted Investments- Rs.		
	<b>TOTAL</b>	<b>1003392.91</b>	<b>885520.36</b>

**Note 9: Long Term Loans & Advances**

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
1	<b>Security Deposits</b>		
	EMD	123877.49	87845.83
	Security Deposit (MSEDCL)	59.70	59.70
	BSE Deposit	2960.00	2960.00
	Rent Deposit	24520.00	24520.00
	VAT Deposit	250.00	250.00
	Security Deposit (PCMC Project)	281.50	281.50
	Security Deposit (Indore)	800.00	800.00
	Security Deposit (Stem)	1019.28	1019.28
	<b>TOTAL</b>	<b>153767.97</b>	<b>117736.31</b>

**Note 10: Trade Receivables**

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
1	<b>Sundry Debtors</b>		
	(a) Outstanding for more than 6 months	483022.92	418735.52
	(b) Others	453591.89	395757.13
	<b>TOTAL</b>	<b>936614.81</b>	<b>814492.65</b>

**Note 10.1 Trade Receivables Aging Schedule**

Sr. No.	Particulars	Less than 6 Months	6 Months - 1 Year	1- 2 Years	2 - 3 Year s	Above 3 Years	Total
1	Undisputed Trade Receivables- Considered Good	453591.89	54166.40	0.00	0.00	428856.52	9366.15
2	Undisputed Trade Receivables- Considered Doubtful	0.00	0.00	0.00	0.00	0.00	0.00
3	Disputed Trade Receivables- Considered Good	0.00	0.00	0.00	0.00	0.00	0.00
4	Disputed Trade Receivables- Considered Doubtful	0.00	0.00	0.00	0.00	0.00	0.00
		<b>453591.89</b>	<b>54166.40</b>	<b>0.00</b>	<b>0.00</b>	<b>428856.52</b>	<b>9366.15</b>

**Note 11: Cash and Cash equivalents**

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022

1	Cash in hand	3520.74	3982.19
2	Balances With Bank	140257.74	51265.82
3	Fixed Deposits with Banks	0.00	0.00
	<b>TOTAL</b>	<b>143778.47</b>	<b>55248.01</b>

**Note 12: Short Term Loans & Advances**

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
1	Prepaid expenses (TDS u/s 194 J)	22.81	22.81
2	Salary Advance	0.00	300.00
3	TCS	0.00	431.96
4	TDS	0.00	38786.43
5	TDS A.Y. 2019-20	81440.29	203701.98
6	TDS A.Y. 2020-21	0.00	73183.02
7	TDS A.Y. 2021-22	0.00	113930.23
8	TDS A.Y. 2022-23	0.00	119178.54
9	TDS A.Y. 2023-24	123409.64	0.00
	<b>TOTAL</b>	<b>204872.74</b>	<b>549534.96</b>

**Note 13: Other Current Assets**

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
1	Accrued interest on fixed deposits	25316.69	99672.00
	<b>TOTAL</b>	<b>25316.69</b>	<b>99672.00</b>

**Note 14: Revenue from Operations**

Sr. No.	Particulars	For the Year Ended	For the Year Ended
		31st March, 2023	31st March, 2022
1	Professional Receipts	1504314.79	1512852.01
	<b>TOTAL</b>	<b>1504314.79</b>	<b>1512852.01</b>

**Note 15: Other Income**

Sr. No.	Particulars	For the Year Ended	For the Year Ended
		31st March, 2023	31st March, 2022
1	<b>Interest</b>		
	Interest Received on FDR	42767.27	30705.81
	Interest Received on Bank account	98.04	100.98
	Interest Received on I.T. Refund	8118.66	0.00
2	<b>Net Gain on Sale of Investments</b>		
	Profit on Redemption of Mutual Fund	7006.33	15153.66
3	<b>Other Non-Operating Income</b>		
	Dividend	313.88	59.06
	Misc. Receipts	0.00	1060.00
	Security Deposits	0.00	0.00
	<b>TOTAL</b>	<b>58304.18</b>	<b>47079.50</b>

**Note 16: Employee benefit expenses**

Sr. no.	Particulars	For the Year Ended	For the Year Ended
		31st March,	31st March,

		<b>2023</b>	<b>2022</b>
1	Salary and wages	517171.69	494904.98
2	Contribution to P.F. and Other Funds	13853.44	14084.11
3	Staff welfare	7153.64	7241.88
	<b>TOTAL</b>	<b>538178.77</b>	<b>516230.97</b>

**Note 17: Finance Costs**

Sr. No.	Particulars	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
1	Bank Interest & Charges	5335.94	3518.82
2	Loan Processing fees	4130.00	4130.00
3	Bank Guarantee charges	3000.87	4287.98
4	Interest On OD	935.52	290.05
	<b>TOTAL</b>	<b>13402.33</b>	<b>12226.84</b>

**Note 18: Other Expenses**

Sr. No.	Particulars	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
1	Office exp	12331.80	14317.98
2	Stationary & printing exp	8715.89	9384.66
3	Postage & telegram exp	592.27	441.92
4	Telephone exp	4731.31	3625.77
5	Travelling & conveyance	48598.37	50275.71
6	Deduction By Clients	57246.37	50257.24

7	Legal fees	2391.61	913.77
8	Professional Charges	159278.08	158350.17
9	Payment to Sub-Contractor	230782.23	239668.35
10	Site Expenses	64707.90	62368.05
11	GST & Cess	6478.04	8943.32
12	Tender exp	6300.64	2788.10
13	Insurance exp	3631.51	12675.66
14	Rent Rates & taxes	51264.44	48464.75
15	Repairs & maintenance	18281.88	17290.15
16	Electricity charges	5940.90	2526.20
17	Event & seminar exp	5836.68	9310.64
18	Advertisement exp	1102.15	114.24
19	Interest Expenses on TDS	0.00	168.14
20	Membership & Subscription	241.80	295.52
21	Donation	2721.00	110.00
22	Payment to Auditors (Note No.19)	1900.00	1700.00
23	Accounts Written Off	1503.40	19274.98
24	<b>Payment to Directors:</b> Remuneration and others Expenses	14400.00	21449.69
	<b>TOTAL</b>	<b>708978.27</b>	<b>734715.00</b>

**Note 19: Payment to Auditors**

Sr. No.	Particulars	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
1	<b>Details of payment to Auditors</b>		

	Audit fees	1900.00	1700.00
	Other Service Charges	0.00	0.00
	<b>TOTAL</b>	<b>1900.00</b>	<b>1700.00</b>

**Note 20: Earning per Share (EPS)**

Sr. No.	Particulars	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
1	Net Profit for calculation of basic EPS	173523.20	165192.09
2	Weighted average number of equity shares in calculating Basic EPS	109700.00	109700.00
3	Earning per share (EPS) Basic & Diluted	1.58	1.51
4	Face value per Equity Share	10.00	10.00

**Note 21: Related Party disclosure:**

As per As-18 issued by the Institute of Chartered Accountants of India.

Sr. No.	Nature Of Transactions	31st March, 2023		31st March, 2022	
	<b>Payments</b>				
<b>1</b>	<b>Dinesh Rathi</b>				
	Remuneration	0.00		3600.00	
	Rent	0.00		0.00	
	Purchase of Property	0.00	<b>0.00</b>	0.00	<b>3600.00</b>
<b>2</b>	<b>Uma Rathi</b>				
	Remuneration	14400.00	<b>14400.00</b>	10800.00	<b>10800.00</b>

<b>3</b>	<b>DRA CADD Technologies</b>				
	Payment & Advance to Sub Contractors	171050.00	<b>171050.00</b>	185155.00	<b>185155.00</b>
<b>4</b>	<b>Dinesh Rathi &amp; Associates</b>				
	Professional Payment	0.00	<b>0.00</b>	4500.00	<b>4500.00</b>
<b>5</b>	<b>Aditya Rathi</b>				
	Tour Expenses	94.85		490.53	
	Salary and Remuneration	3600.00	<b>3694.85</b>	1500.00	<b>1990.53</b>
<b>6</b>	<b>Siddhi Rathi</b>				
	Training Exp	0.00		0.00	
	Remuneration	0.00	<b>0.00</b>	0.00	<b>0.00</b>

**Note 22: Contingent Liabilities**

Sr. No.	Particulars	As At 31st March, 2023	As At 31st March, 2022
1	Contingent Liabilities in respect of claims made against insurance companies and the company by policy holders.  Amount Indeterminate	-	-

**Note 23: Additional Regulatory Information-**

- 1 All the immovable properties are held in the name of company.
- 2 Company has not revalued any of its property.
- 3 Loans and Advances to related parties-

Type of borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans



	-	-
	-	-
	0.00	0.00

4 Capital WIP- Nil

5 Company does not have any intangible assets under development.

6 Benami Property held- Nil

7 Company does not have any borrowings from banks and financial institutions on the basis of security of current assets.

**8 Willful Defaulter**

The company is not declared as a willful defaulter by any Bank or Financial Institution or other lender.

**9 Relationship With Struck off Companies**

None of the company with whom company has any transaction, has been strucked off.

10 Following are the details of charges registered in the name of company at ROC:

**(Amount in Rs.00')**

Sr. No.	Charge Holder Name	Date of Creation	Date of Modification	Amount
i	ICICI Bank	23/10/2010	12/01/2021	1000000.00

11 The company has no subsidiary.

**12 Financial Ratios**

	Particulars	31/03/2023	31/03/2022
1	Current Ratio	3.69	2.37
2	Debt Equity Ratio	-	1.25
3	Debt Service Coverage Ratio	N.A.	N.A.
4	Net Profit Ratio	11.54	10.92
5	Inventory Turnover Ratio	N. A	N. A

6	Return on Equity Ratio	0.06	0.06
7	Trade Receivable Turnover Ratio	1.61	1.86
8	Trade Payable Turnover Ratio	1.91	1.99
9	Net Capital Turnover Ratio	1.57	1.72
10	Return on Capital Employed	0.09	0.09
11	Return on investment	0.06	0.05

- 13 There is no scheme of arrangement approved in the case of company by the competent authority in terms of sec 230 to 237 of the Companies Act, 2013.
- 14 The company has not advanced or loaned or invested funds nor received funds with the understanding that the same shall be lent / received to/from any other entity.

**ANNEXURE INDEX**

<b>Annexure Number</b>	<b>Details of Annexure</b>
I	FORM AOC 2 RELATED PARTY TRANSACTIONS
II	PARTICULARS OF EMPLOYEES
III	SECRETARIAL AUDIT REPORT
IV	DETAILS OF CONVERSION OF ENERGY
V	CODE OF CONDUCT DECLARATION
VI	CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

**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 Dinesh Rathi & Associates
2	Key Management Personnel	Dinesh Rathi Uma Dinesh Rathi Siddhi Rathi Aditya Rathi

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

**a. Associate concerns**

During the year under consideration, the details of transactions with the associate concern are as below;

Sr. No.	Name of the Key Management Personnel	Nature of Transaction	Amount (in Rs.)
1.	DRA CADD Technologies	Payment & Advance to Sub Contractors	Rs.1,91,61,450.00/-

**B. Key Management Personnel**

Sr. No.	Name of the Key Management Personnel	Nature of Transaction	Amount (in Rs.)
1.	Uma Rathi	Remuneration	Rs. 14,40,000.00/-
2.	Aditya Rathi	Remuneration	Rs. 3,60,000.00/-
		Travelling Expenses	Rs. 9,485.00/-

**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: 14<sup>th</sup> August, 2023**

**ANNEXURE II  
PARTICULARS OF EMPLOYEES**

**Disclosures pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Sr. No.	Name of the Director	Category	Ratio of the remuneration to the median
1.	Mr. Dinesh Rathi	Managing Director	NA
2.	Mrs. Uma Dinesh Rathi	Executive Director	3.40 times
3.	Ms. Siddhi Dinesh Rathi	Non-Executive Director	NA
4.	Mr. Aditya Dinesh Rathi	Executive Director	0.85 times
5.	Mr. Manavendra Jayapal	Independent Director	NA
6.	Mr. Anish Nashine	Independent Director	NA

**The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

Sr. No.	Name of the Director	Category	% Change in remuneration in the financial year
1.	Mr. Dinesh Rathi	Managing Director	Decrease by 100%
2.	Mrs. Uma Dinesh Rathi	Executive Director	No Change
3.	Ms. Siddhi Dinesh Rathi	Non-Executive Director	NA
4.	Mr. Aditya Dinesh Rathi	Executive Director	Increase by 100%
5.	Mr. Manavendra Jayapal	Independent Director	NA
6.	Mr. Anish Nashine	Independent Director	NA
7.	Mr. Ravindra Gaikwad*	Chief Financial Officer	Increase by 3.40%
8.	Mr. Rajesh Nagpure**	Chief Financial Officer	NA
9.	Ms. Ankita Daga*	Company Secretary & Compliance Officer	No Change
10.	Ms. Ravina Modi**	Company Secretary & Compliance Officer	NA

**Note:**

\* Mr. Ravindra Gaikwad resigned on 20.10.2022 from the post of CFO and Ms. Ankita Daga resigned on 17.08.2022 from the post of Company Secretary & Compliance Officer

\*\* Mr. Rajesh Nagpure appointed on 27.10.2022 as CFO and Ms. Ravina Modi appointed on 22.08.2022 as Company Secretary & Compliance Officer.

**The Median Remuneration of Employees (MRE) was Rs. 32500.00/- p.m.**

**Percentage increase in the median remuneration of employees in the financial year:**

The percentage increase in the median remuneration of the employees in the financial year was 8.51%.

**Number of permanent employees on the rolls of company:**

Number of permanent employees on the rolls of DRA Consultants Limited as at March 31, 2023 was 105.

**E. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Average increase in remuneration for employees is 08% to 10% (approx.). These increases are a function of the Company's market and reflects the Company's reward philosophy as well as the result of the benchmarking exercise.

**F. Variations in the market capitalization of the Company:**

- a. The Market Capitalization as on 31st March, 2023 is Rs. 21.83 Crores
- b. Price earnings ratio of the Company as on 31st March, 2023 is 12.59 times.
- c. 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, 2023 is Rs. 19.90/- representing a 99% of increase over the IPO price of Rs. 10/- per share.

**F. Affirmation that the remuneration is as per the remuneration policy of the company:**

The Company affirms 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/-

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

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

**Place: Nagpur  
Date: 14<sup>th</sup> August, 2023**

**ANNEXURE III**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023**  
[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 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, 2023**, 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:

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 2023** 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;

I have relied on the representation made by the Company and its officers and as confirmed by the management, there are no sector specific laws that are applicable to the Company.

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) Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPFMP Act)
  - d) Employees Provident Fund Scheme, 1952
  - e) Employees State Insurance Act, 1948 (the "ESI Act")
  - f) Maternity Benefit Act, 1961
  - g) Negotiable Instrument, Act, 1881
  - h) 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. There was no change in the composition of the Board of Directors during the period under review.

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 during the audit period, pursuant to Section 203 of the Companies, Act, 2013 read with rule 8 and 8A of (Companies Appointment & remuneration of Managerial Personnel) Rules, 2014 and regulation 6 of SEBI (Listing obligation and Disclosure requirements) Regulation, 2015, Ms. Ravina Modi has been appointed as Company Secretary and Compliance officer w.e.f., 22.08.2022 and Ms. Ankita Daga has resigned on 17.08.2022.

**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:** F008831E000798719

**Peer Review Certificate No.:** 2749/2022

**Date:** 14.08.2023

**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

**UDIN:** F008831E000798719

**Peer Review Certificate No.:** 2749/2022

**Date:** 14.08.2023

**Place:** Nagpur

**ANNEXURE IV  
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	2022-23	2021-22
(i)	Foreign Exchange earned	Nil	Nil
(ii)	Foreign Exchange outgo	Nil	Nil

**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: 14<sup>th</sup> August, 2023**

**ANNEXURE V  
CODE OF CONDUCT DECLARATION**

I, Dinesh Rathi, Managing Director of DRA Consultants Limited, to the best of my knowledge and belief, hereby declare that all the Board members and senior management personnel have affirmed compliance with the Company's Code of Conduct for the year ended March 31, 2023.

Date: 14.08.2023  
Place: Nagpur

-Sd-  
Dinesh Rathi  
(Managing Director)

**ANNEXURE VI**  
**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
(Pursuant to Regulation 34(3) and Clause (10) (i) of Para C of Schedule V of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

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

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **DRA Consultants Limited** having CIN **L93090MH2009PLC192183** having registered office at Plot No. 58, Ingole Nagar, Wardha Road, Nagpur- 440005, Maharashtra, India (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its Officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31st March, 2023 have been disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs:

Sr. No.	Name of Director	Director Identification Number (DIN)	Date of Appointment in Company
1.	Mr. Dinesh Rathi	01516715	05/05/2009
2.	Mrs. Uma Rathi	02578611	05/05/2009
3.	Ms. Siddhi Rathi	07041816	25/08/2016
4.	Mr. Aditya Rathi	08012021	12/12/2017
5.	Mr. Manavendra Jayapal	02499823	16/08/2018
6.	Mr. Anish Nashine	09289733	30/09/2021

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company

nor of the efficiency 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

**UDIN:** F008831E000805451

**Peer Review Certificate No.:** 2749/2022

**Date:** 14.08.2023

**Place:** Nagpur

## **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, ISO 14001 – 2015 and ISO 45001 – 2018 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 80,000 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 investments 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 20 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 segments 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.

**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.

Sr. No.	Particulars	31.03.2023	31.03.2022
1	Current Ratio	3.69	2.37
2	Debt Equity Ratio	00	00
3	Debt Service Coverage Ratio	N.A.	N.A.
4	Net Profit Ratio	11.54	10.92
5	Inventory Turnover Ratio	N. A	N. A



6	Return on Equity Ratio	0.06	0.06
7	Trade Receivable Turnover Ratio	1.61	1.86
8	Trade Payable Turnover Ratio	1.91	1.99
9	Net Capital Turnover Ratio	1.57	1.72
10	Return on Capital Employed	0.09	0.09
11	Return on investment	0.06	0.05

### **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-2023 was 105.

### **OPERATIONAL PERFORMANCE**

During the year under the review, Revenue from operations of the Company stood at Rs. 15.04 Crs. as against the turnover from operations of Rs. 15.12 Crs in the previous year. Net profit for the period stood at Rs. 1.73 Crs as against Rs. 1.65 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/-

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

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

**Place: Nagpur  
Date: 14<sup>th</sup> August, 2023**

**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

**14<sup>th</sup> ANNUAL GENERAL MEETING, SATURDAY, 30<sup>th</sup> SEPTEMBER, 2023 AT 10.00 A.M.:**

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client ID: DP ID:

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I/We, being the member (s) of ..... shares of the above-named company, hereby appoint:

1. Name:.....Address.....  
 .....Email ID.....  
 Signature..... or failing him;
2. Name:.....Address.....  
 .....Email ID.....  
 Signature..... or failing him;
3. Name:.....Address.....  
 .....Email ID.....  
 Signature..... or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **14<sup>th</sup> Annual General Meeting** of the company, to be held on **Saturday the 30<sup>th</sup> day of September, 2023 At 10 A.M.** at the Registered Office of the Company situated at Nagpur and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional*
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		For	Against
<b>ORDINARY BUSINESS:</b>			
1	Adoption of Financial Statements for the year ended 31 <sup>st</sup> March, 2023.		
2	Appointment of Ms. Siddhi Dinesh Rathi (DIN 07041816), Director, who retires by rotation and, being eligible, has offered herself for re-appointment.		
<b>SPECIAL BUSINESS:</b>			
3.	Re-appointment of Mr. Manavendra Jayapal (DIN 02499823) as an Independent Director of the Company.		
4.	Revision in the remuneration of Mr. Aditya Dinesh Rathi, Executive Director (DIN 08012021) of the company.		

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

Signature of shareholder.....

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

Revenue  
Stamp of Re. 1/-

**NOTES:**

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

**ATTENDANCE SLIP**  
**CIN: L93090MH2009PLC192183**

**14<sup>th</sup> ANNUAL GENERAL MEETING, Saturday, 30<sup>th</sup> September, 2023 AT 10.00 A.M.:**

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

I/we certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my/our presence at the 14<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 Saturday, 30<sup>th</sup> day of September, 2023 at 10.00 A.M.

\_\_\_\_\_

\_\_\_\_\_

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

**Note:**

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

**Form MGT 12  
Polling Paper**

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

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

**BALLOT PAPER**

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

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

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

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

**SPECIAL BUSINESS:**

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

Place: Nagpur  
Date: 30.09.2023

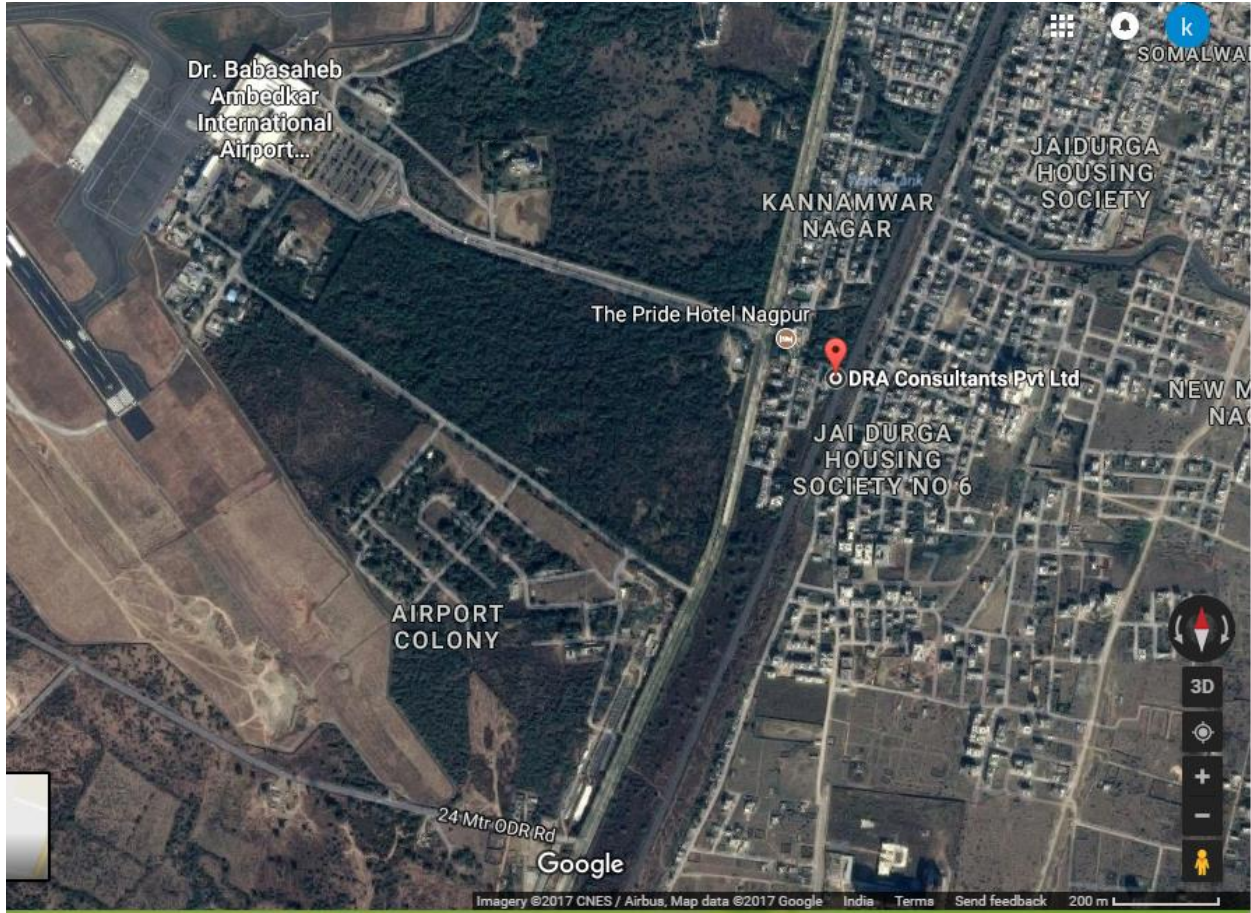
Signature of the Shareholder \_\_\_\_\_



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

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

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





Urban | Water | Efficiency

**DRA CONSULTANTS LIMITED**

CIN No. L93090MH2009PLC192183

Registered. Office: 58, Ingole Nagar, Opp. Airport, Behind Hotel Pride, Wardha Road, Nagpur-440 005 (M.S.) India.

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