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Mr. DAYANAND AGARWAL
ORIGINAL FOUNDER
BADE BHAIYA

11.04.2023

The Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, C- Block G,
Bandra Kurla Complex
Bandra (E) Mumbai -400051

Dear Sir/Ma'am

SUB: Service of Notice of the Tribunal convening meeting of Equity Shareholders of DRS Dilip Roadlines Limited pursuant to order dated March 31, 2023 of the Hon'ble National Company Law Tribunal, Hyderabad bench.

Ref: In the matter of the Scheme of Arrangement between DRS Dilip Roadlines Limited ("Demerged Company") and DRS. Cargo Movers Private Limited ("Resulting Company"), and their respective Shareholders and Creditors

Notice is hereby given that by an order dated 31st day of March 2023, the Hyderabad Bench of the Hon'ble National Company Law Tribunal, at Hyderabad has directed that a meeting of Equity Shareholders of M/s. DRS Dilip Roadlines Limited be held at the Registered office of the Company on Saturday, the 13th day of May, 2023, at 11:00A.M. (IST) for the purpose of considering, and if thought fit, for approving with or without modification(s), Scheme of Arrangement between DRS Dilip Roadlines Limited (Demerged Company) and DRS. Cargo Movers Private Limited (Resulting Company), and their respective Shareholders and Creditors.

A copy of the said Notice of the Tribunal convening meeting of equity shareholders of DRS Dilip Roadlines Limited is enclosed herewith.

This is for your information and necessary records.

Regards

For **DRS Dilip Roadlines Limited**

Anjani Kumar Agarwal
CEO & Managing Director
DIN: 00006982

ANJANI KUMAR AGARWAL
Digitally signed by ANJANI KUMAR AGARWAL
Date: 2023.04.11 21:47:42 +05'30'

Encl.: As Above:

DRS
Dilip Roadlines Limited

DRS DILIP ROADLINES LIMITED

CIN: L60231TG2009PLC064326

Regd. Off: 306, 3rd Floor, Kabra Complex, 61, M G Road, Secunderabad, Telangana – 500003. Tel: 040-27711276

EMAIL: investors@drsindia.in, Website: www.drsindia.in

NOTICE CONVENING MEETING OF EQUITY SHAREHOLDERS OF DRS DILIP ROADLINES LIMITED PURSUANT TO ORDER DATED MARCH 31, 2023 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, HYDERABAD BENCH	
DAY	**Saturday**
DATE	**13th Day of May, 2023**
TIME	**11:00 AM (IST)**
VENUE AND MODE OF MEETING	**As per the directions of the Hon'ble National Company Law Tribunal, Hyderabad Bench, the meeting shall be conducted at the Registered Office of the Company. Voting to be conducted by way of Electronic means.**
CUT-OFF DATE FOR E-VOTING	**Saturday, 6th May, 2023**
REMOTE E-VOTING START DATE AND TIME	**Wednesday, 10thMay, 2023 at 9.00 a.m. (IST)**
REMOTE E-VOTING END DATE AND TIME	**Friday, 12thMay, 2023 at 5.00 p.m. (IST)**

DRS DILIP ROADLINES LIMITED
CIN: L60231TG2009PLC064326
Regd. Off: 306, 3rd Floor, Kabra Complex, 61, M G Road, Secunderabad, Telangana – 500003. Tel: 040-27711276
EMAIL: investors@drsindia.in, Website: www.drsindia.in

NOTICE OF THE TRIBUNAL CONVENED MEETING OF EQUITY SHAREHOLDERS OF DRS DILIP ROADLINES LIMITED / APPLICANT COMPANY / DRS DILIP/ DEMERGED COMPANY AS PER THE DIRECTIONS OF THEHON'BLE NATIONAL COMPANY LAW TRIBUNAL, HYDERABAD BENCH

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The Notice of the Meeting, Statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the CAA Rules and Annexure I to Annexure XII constitute a single and complete set of

documents and should be read together as they form an integral part of this document.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH AT HYDERABAD
C.A. (CAA) NO. 6/230/HDB/2023
IN THE MATTER OF COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 READ WITH SECTION 66 OF THE COMPANIES ACT, 2013
AND
ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT
AND
IN THE MATTER OF SCHEME OF ARRANGEMENT
BETWEEN
DRS DILIP ROADLINES LIMITED
(DRSDILIP or DEMERGED COMPANY)
AND
DRS. CARGO MOVERS PRIVATE LIMITED
(DRS. CARGO or RESULTING COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

DRS DILIP ROADLINES LIMITED
CIN: L60231TG2009PLC064326
Registered Office: 306, 3rd Floor, Kabra Complex
61, M G Road, Secunderabad, Telangana– 500003

….Applicant / Demerged Company

NOTICE OF THE TRIBUNAL CONVENED MEETING OF EQUITY SHAREHOLDERS OF DRS DILIP ROADLINES LIMITED / APPLICANT COMPANY / DRS DILIP/ DEMERGED COMPANY AS PER THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, HYDERABAD BENCH

To
The Equity Shareholders of
DRS DILIP ROADLINES LIMITED
("The Company" or "Applicant Company" or Demerged Company")

Notice is hereby given that by an order dated 31st day of March, 2022, the Hyderabad Bench of the Hon'ble National Company Law Tribunal, at Hyderabad

has directed that a meeting of Equity Shareholders of M/s. DRS Dilip Roadlines Limited be held for the purpose of considering, and if thought fit, for approving with or without modification(s), Scheme of Arrangement between DRS Dilip Roadlines Limited ("Demerged Company") and DRS. Cargo Movers Private Limited ("Resulting Company"), and their respective Shareholders and Creditors, by passing the following Resolution:

"RESOLVEDTHAT *pursuant to the provisions of Sections230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications, amendments, re-enactments thereof for the time being in force, relevant rules of the Companies(Compromises, Arrangements and Arrangement) Rules, 2016 Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 issued by the Securities and Exchange Board of India ("SEBI") (as amended from time to time) or any other circulars issued by SEBI applicable to schemes of arrangement from time to time ("SEBI Circular"), as applicable, and relevant provisions of other applicable laws and the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, sanctions, consents, observations, no objections, confirmations, permissions from the Hon'ble National Company law Tribunal, Hyderabad Bench, (NCLT) or such other competent authority as may be applicable, and the confirmation, permission, sanction and approval of the other statutory/regulatory authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities, from time to time, whilegranting such approvals, sanctions, consents, observations, no objections, confirmations, permissions and which may be agreed by the Board of Directors of DRS Dilip Roadlines Limited (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution)the arrangement embodied in the Scheme of Arrangement between DRS Dilip Roadlines Limited ("Demerged Company") and DRS. Cargo Movers Private Limited ("Resulting Company") and their respective Shareholders and Creditors ("Scheme"), which inter alia envisages Demerger, Transfer and vesting of Warehouse Division of DRS Dilip Roadlines Limited (hereinafter referred to as "Demerged Company" or "DRS Dilip") into DRS. Cargo Movers Private Limited (hereinafter referred to as "Resulting Company" or "DRS. Cargo"), a wholly owned subsidiary of DRS Dilip Roadlines Limited, for consideration in form of issue of equity shares to the shareholders of the Demerged Company (i.e. DRS Dilip) by the Resulting Company and for matters consequential, supplemental and / or otherwise integrally connected therewith as per the terms and conditions mentioned in the Scheme, be and is hereby approved."*

"RESOLVED FURTHER THAT *the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite,*

desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to make any modification(s) or amendment(s)to the Scheme at any time and for any reason whatsoever, and to accept such modification(s), amendment(s),limitation(s) and / or condition(s), if any, which may be required and / or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any question(s) or doubt(s) or difficulties that may arise including passing of such accounting entries and / or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek any further approval of the Members and the Members shall be deemed to have given their approval thereto expressly by authority under this Resolution."

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of Equity Shareholders of DRS Dilip Roadlines Limited will be held at the Registered office of the Company on Saturday, the 13thday of May, 2023, at 11:00A.M. (IST). For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by **Equity Shareholders** using remote e-voting as well as the e-voting system during the Meeting will be provided by CDSL. The instructions for electronic voting are detailed in this Notice.

The Equity Shareholders are required to cast their vote by recording their assent or dissent on the electronic voting portal of CDSL.

A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e., Saturday, 6th May, 2023 only shall be entitled to exercise his/her/its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not an equity shareholder as on the cut-off date, should treat the Notice for information purpose only.

A copy of the said Scheme, statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Arrangements) Rules, 2016 ("CAA Rules") along with all annexures to such statement and Certificate issued by the statutory auditors of the Demerged Company and Resulting Company confirming the Accounting Treatment proposed in the Scheme are enclosed herewith. A copy of this Notice and the accompanying documents would be sent by electronic mode to those Equity Shareholders whose e-mail addresses are registered with the

Company, unless the Equity Shareholders have requested for a physical copy of the same, and physically dispatched to those Equity Shareholders who have not provided their e-mail addresses to the Company.

A copy of this Notice and the accompanying documents shall also be placed on the website of the Company, i.e., www.drsindia.in; the website of CDSL (agency for providing the e-voting and other facilities for convening of the Meeting, i.e., www.evotingindia.comand the website of the Stock Exchange, i.e., National Stock Exchange of India Limited, i.e.,www.nseindia.com.

The Tribunal has appointed Mr. Govada Venkata Subba Rao, Cost Accountant, (Email ID: govada.subbarao1@gmail.com, Mobile No. +91 8019063958) as the Chairman for the Meeting and in respect of any adjournment thereof andMr. Ch. Srinivasulu, Advocate (Email ID: sreenivasvakeel@gmail.com Mobile No. +91 9908672717) to be the Scrutinizer for the Meeting.

The Voting result of the meeting shall be announced by the Chairman upon receipt of Scrutinizer's report within 48 (forty eight) hours from the conclusion of this meeting and the same shall be displayed on the website of the Company, i.e., www.drsindia.in; and also on the website of CDSL, i.e., www.evotingindia.com

The above mentioned Scheme of Arrangement between DRS Dilip Roadlines Limited ("Demerged Company") and DRS. Cargo Movers Private Limited ("Resulting Company") and their respective Shareholders and Creditors ("Scheme"), if approved at the meeting, will be subject to such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary and the subsequent approval of the Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad.

For DRS Dilip Roadlines Limited

Sd/-
Anjani Kumar Agarwal
CEO & Managing Director
DIN: 00006982
Add: Plot No. 68, AP
Text Book Colony, Near Narne Estate,
Kharkhana, Secunderabad, Telangana - 500009

Date: 10.04.2023
Place: Hyderabad

Notes:

1. Pursuant to the directions of the Hon'ble National Company Law Tribunal, Hyderabad Bench vide its Order dated 31st March,2023("Tribunal"), the Meeting of the Equity Shareholders of the Company is being conducted at the Registered Office of the Company to transact the business set out in the Notice convening this Meeting.

2. The statement pursuant to Sections 230 and 232 read with Section 102 and other applicable provisions of the Companies Act, 2013 ("Act") and Rule 6 of the Companies (Compromises, Arrangements and Arrangements) Rules, 2016 in respect of the business set out in the Notice of the Meeting is annexed hereto. Further, additional information as required under the Securities and Exchange Board of India ("SEBI") Master Circular dated November 23, 2021 are also annexed.

3. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date (**Saturday, 6th May, 2023**) only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not an **Equity Shareholder** as on the cut-off date, should treat the Notice for information purpose only.

4. A Equity Shareholder entitled to attend / participate and vote during the Meeting shall be entitled to appoint one or more proxies to attend / participate and vote instead of himself/herself and such proxy need not be a member of the Company. In other words, a shareholder to whom this Notice is sent, and is a member as on cut off date, may vote in the Meeting either in person or by proxy(ies) or where applicable, by voting through electronic means. Further, such Equity Shareholder is required to send a copy of Form MGT-11 (proxy form, which forms part of this Notice), duly completed, signed and stamped or authenticated by the person entitled to attend / participate and vote during the meeting, authorising such proxy to attend / participate and vote during the meeting, not later than 48 hours before the scheduled time of the meeting, at the Registered Office of the Company.

5. As per Secretarial Standards 2 (SS-2), complete particulars of the venue of the Meeting (route map) is attached herewith to the Notice.

6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days during business hours upto the date of the NCLT Convened Meeting.

7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

8. Equity shareholders attending / participating in the Meeting, in person, shall be reckoned for the purpose of quorum. In terms of the Tribunal Order and Section 103 of the Act, the quorum for the meeting of equity shareholders is 5 (Five) members attending the Meeting in person.

9. The Notice of the Meeting and the accompanying documents mentioned in the Index are being sent through electronic mode to those equity shareholders whose email addresses are registered with the Company / Depositories and by Post / courier to the equity shareholders whose email addresses are not registered with the Company / Depositories.

10. The equity shareholders may note that the aforesaid documents are also available on the website of the Company, and can be accessed / downloaded using the below given link: https://www.drsindia.in/corporate-restructuring.html, the website of CDSL(agency for providing the e-voting and other facilities for convening of the Meeting, i.e., www.evotingindia.comand the website of the Stock Exchange, i.e., National Stock Exchange of India Limited, i.e.,www.nseindia.com.

11. If so desired, equity shareholders may obtain a physical copy of the Notice and the accompanying documents, i.e., Scheme and the Statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Arrangements) Rules, 2016 etc., free of charge. A written request in this regard, along with details of your shareholding in the Company, may be addressed to the Company Secretary at investors@drsindia.in.

12. A Body Corporate which is an equity shareholder of the Company is entitled to appoint an authorised representative for the purpose of participating and/or voting during the meeting. Further, such Body Corporates (other than individuals, HUF, NRI etc.) are required to send scanned certified copy of the resolution authorising such representative to attend and vote at the meeting

not later than 48 hours before the scheduled time of the meeting, to the e-mail address of the Company at: investors@drsindia.in. or at the registered office of the Company. Such authorised representative should furnish his / her valid and legible identity proof issued by a statutory authority (i.e., a PAN Card/ Aadhaar Card/ Passport/ Driving License/ Voter ID Card) to the e-mail address of the Company at investors@drsindia.in. or at the registered office of the Company, not later than 48 hours before the scheduled time of the meeting.

13. The remote e voting shall commence on **Wednesday, 10th May, 2023 at 9.00 a.m. (IST) and close on Friday, 12th May, 2023at 5.00 p.m. (IST). Further, the e-voting facility shall also be available on 13th May, 2023 during the meeting (venue e voting).**

14. In terms of Sections 230 to 232 of the Act, the Scheme shall be considered as approved by the Equity Shareholders of the Demerged Company and shall be acted upon only if the resolution mentioned in the notice is approved by

i) majority of members representing three-fourths in value of total valid votes cast (remote e voting and **venue e voting**) and

ii) if the votes cast by the public shareholders in favour of the resolution are more than the number of votes cast by the public shareholders against it.

15. All the relevant documents referred to in the Notice along with accompanying Explanatory Statement are open for inspection at the registered office of the Company on all working days (except on Sundays and Public holidays) between 9:00 A.M. to 5.00 P.M. till the date of Meeting.

16. Details of persons to be contacted for issues relating to participating and/or electronic voting during the meeting:

Name	Designation	Contact Number	Email ID
T. Siva Rama Krishna	Company Secretary & Compliance Officer- DRS Dilip Roadlines Limited	+9140 23738052	investors@drsindia.in
Rakesh Dalvi	Manager- CDSL	1800225533	Helpdesk.evoting@cdslindia.com

17. REMOTE E-VOTING AND E-VOTING AT THE MEETING:

Pursuant to the directions given by the Tribunal vide its Order, dated 31st March, 2023 and the provisions of Section 108 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to its Equity Shareholders facility to exercise their right to vote on the resolution proposed to be passed (i) remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting''); and (ii) at the Meeting by electronic means (" venue e-voting").

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Saturday, May 06, 2023** are entitled to vote on the resolution set forth in this Notice. The remote e-voting period will commence on **Wednesday, 10th May, 2023 at 9.00 a.m. (IST) and close on Friday, 12th May, 2023at 5.00 p.m. (IST)**. Further, the e-voting facility shall also be available on 13th May, 2023 during the meeting (venue e voting).

The Company has engaged the services of CDSL as the agency to provide the facility for remote e-voting and e-voting at the Meeting. The manner of voting using e-voting facility is provided in the instructions given below.

The remote e-voting facility will be available during the voting period specified above in the Notice.

The remote e-voting will not be allowed beyond the end date and time specified in the voting period as stated in the Notice and the remote e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.

Further, the facility for voting through electronic voting system will also be made available at the Meeting and Equity Shareholders attending the Meeting who have not cast their votes by remote e-voting will be able to vote electronically during the Meeting through such facility.

Voting rights of an Equity Shareholder/ beneficial owner shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date, i.e. 06th May, 2023.

Pursuant to the directions of the Hon'ble Tribunal, Mr. Ch. Srinivasulu, Advocate (Mobile No.9908672717), shall act as Scrutinizer to scrutinize the process of remote

e-voting and e-voting at the Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

INTRUCTIONS TO SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

(i) The voting shall commence on Wednesday, 10th May, 2023 at 9.00 a.m. (IST) and close on Friday, 12th May, 2023 at 5.00 p.m. (IST). 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. Saturday, May 06, 2023 may cast their vote electronically. Further, the e-voting facility shall also be available on 13th May, 2023 during the meeting (Venue Voting).

(ii) 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.

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.

(iii) 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.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either

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

	website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at 1800225533.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
    a. For CDSL: 16 digits beneficiary ID,
    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

7) After entering these details appropriately, click on "SUBMIT" tab.

8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

10) Click on the EVSN for the relevant Company, i.e., DRS Dilip Roadlines Limited on which you choose to vote.

11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

13) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

16) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

17) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

18) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **investors@drsindia.in** (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository. Please follow all the steps from Sl. No 1-17

If you have any queries or issues regarding attending Tribunal Convened Meeting & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

GENERAL INSTRUCTIONS:

I. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on Saturday**, May 06, 2023**, the Cut-off date.

II. Members who do not have access to remote e-voting facility have been additionally provided the facility of e voting during the meeting. The facility of e voting, shall be made available during the Meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

III. A member can opt for only one mode of voting, i.e., either through remote e-voting or by Venue Voting. If a member cast votes by both modes, then voting done through remote e-voting shall prevail and Venue Voting shall be treated as invalid.

IV. The Scrutinizer shall immediately after the conclusion of voting at the Tribunal convened meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the Meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.

The voting result will be announced by the Chairman or any other person authorized by him within two days of the Tribunal Convened Meeting.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH AT HYDERABAD
C.A. (CAA) NO. 6/230/HDB/2023
IN THE MATTER OF COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 READ WITH SECTION 66 OF THE COMPANIES ACT, 2013
AND
ALL OTHER APPLICABLE PROVISIONS OF THE SAID ACT
AND
IN THE MATTER OF SCHEME OF ARRANGEMENT
BETWEEN
DRS DILIP ROADLINES LIMITED
(DRSDILIP or DEMERGED COMPANY)
AND
DRS. CARGO MOVERS PRIVATE LIMITED
(DRS. CARGO or RESULTING COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

DRS DILIP ROADLINES LIMITED
CIN: L60231TG2009PLC064326
Registered Office: 306, 3rd Floor, Kabra Complex
61, M G Road, Secunderabad, Telangana– 500003

….Applicant / Demerged Company

EXPLANATORY STATEMENT UNDER SECTION 102 READ WITH SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND DETAILS & INFORMATION AS REQUIRED UNDER RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND ARRANGEMENTS) RULES, 2016

1. A Scheme of Arrangement between DRS Dilip Roadlines Limited ("Demerged Company") and DRS. Cargo Movers Private Limited ("Resulting Company"), and their respective Shareholders and Creditors(**"Scheme"**), was proposed by the Board of Directors of the Demerged Company and the Board of Directors of the Resulting Company for the purpose of demerger of Warehouse Division of DRS Dilip Roadlines Limited into DRS. Cargo Movers Private Limited with effect from 01.04.2022 (First Day of April, Two Thousand and Twenty Two),being the Appointed Date.

2. The said Scheme of Arrangement was approved by the Board of Directors of the Company and the Board of Directors of the Resulting Company at their respective meetings held on 08th day of March, 2022 under the provisions of Sections 230 to 232 of the Companies Act, 2013, by passing respective Board Resolutions. The Board of Directors of the Company approved the Scheme after taking into consideration the rationale of the Scheme and the certificate issued by the Statutory Auditors of the Company to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

3. The Board of Directors of the Demerged Company and Resulting Company at their respective meetings held on 08th day of March, 2022, authorized, empowered and directed severally , Mr. Anjani Kumar Agarwal (DIN: 00006982), CEO &Managing Director and Mr. Sanjay Agarwal (DIN: 00204750), Director respectively, to file the Scheme along with necessary documents by making application, petition etc., with the Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad ("Hon'ble Tribunal/ NCLT") and with such other authorities as may be required for taking their approval to the Scheme and further authorized, empowered and directed them to take all such necessary steps and actions to give effect to the provisions of the Scheme.

4. Accordingly, a Joint Application vide CA (CAA) No. 6/230/HDB/2023was made to the Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad, by the Applicant Companies seeking directions to conduct Meeting of shareholders / dispensation of meeting of creditors, as applicable and as may be granted by the Hon'Ble Tribunal under section 230 to 232 of the Companies Act, 2013, on 14thday of February,2022.

5. The CA (CAA) No. 6/230/HDB/2023was allowed by the Hon'ble Tribunalvide Order dated 31stDay of March,2022 and pursuant to said Order a meeting of the Equity Shareholders of DRS Dilip Roadlines Limited (Demerged Company) is being convened on Saturday, the 13th day of May, 2023 at 11.00 A.M. at the Registered Office of the Company for the purpose of considering, and, if thought fit, approving with or without modification(s), the Scheme of Arrangement between DRS Dilip Roadlines Limited ("Demerged Company") and DRS. Cargo Movers Private Limited ("Resulting Company"), and their respective Shareholders and Creditors.

6. DESCRIPTION, INFORMATION AND OTHER DETAILS PERTAINING TO THE APPLICANT COMPANIES

DEMERGED COMPANY

6.1 DRS Dilip Roadlines Limited, was originally incorporated as a Private Limited Company under the name and style "DRS Dilip Roadlines Private Limited" under the provisions of Companies Act, 1956, on 10.07.2009 (Tenth day of July, Two Thousand and Nine), in the State of Telangana (erstwhile undivided Andhra Pradesh) vide Corporate Identity Number (CIN) U60231AP2009PTC064326, issued by the Registrar of Companies, Andhra Pradesh. Subsequently, the Company was converted into a Public Limited Company and the name of the company was changed to DRS Dilip Roadlines Limited and a Fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company was issued by the Registrar of Companies, Telangana, Hyderabad, on 06.09.2018 (Sixth Day of September, Two Thousand and Eighteen). The Present CIN of the Company is L60231TG2009PLC064326, and the PAN of the Company is AADCD1865C. The Company is a Public Limited Company. The equity shares of the Company are listed and traded on the SME segment of NSE (NSE Emerge).(Hereinafter referred to as the **"Demerged Company"**)

The registered office of the Demerged Company is situated at 306, 3rd Floor, Kabra Complex, 61, M G Road, Secunderabad– 500003.E-mail address is **investors@drsindia.in**

6.2 Few of the main objects of the Demerged Company are as follows:

a. To carry on the business of public carriers, transporters and carriers of goods, passengers, merchandise, commodities, luggage and other products, documents, services to pick up and delivery of documents, parcels, all types of goods and merchandise, door to door/desk to desk service of small, medium, bulk, odd or of any size or type of consignments, whether in India or elsewhere.
b. To establish, organize, manage, run, charter, conduct, contract, develop, handle, own, operate and to do business as transporters in all its branches for transporting goods, passengers, articles or things on all routes and lines, on national and international levels subject to the laws in force through all sorts of road carriers, whether propelled by petrol, diesel, electricity or any other form of power.

c. To carry on the business in India or abroad to take on lease, rent, hire and to construct, build, establish, erect, promote, undertake, acquire, own operate, equip, manage, renovate, recondition, turn to account, maintain and to run warehouses, godowns, stores and other similar establishments, to provide facilities for storage of commodities, goods, articles and things, and for the purpose to act as C & F agent, custodian, warehouseman, transportation and distribution agent, stockist, auctioneer, importer, exporter, or otherwise to deal in all sorts of commodities, vegetables, fruits, edibles and similar goods

The Demerged Company is engaged in business of providing logistic services including transportation, packing & moving and renting of warehouses.

There has been no instance of change of name or change of registered office or change of objects of the Company, during the last five years. However, the name of the Company was changed from DRS Dilip Roadlines Private Limited to DRS Dilip Roadlines Limited upon its conversion from Private Limited to Public Limited. A Fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company was issued by the Registrar of Companies, Telangana, Hyderabad, on 06.09.2018 (Sixth Day of September, Two Thousand and Eighteen).

6.3 The authorized, issued, subscribed and paid-up share capital of Demerged Company as on 31st March, 2022, is as follows:

Share Capital	**Amount in Rs.**
Authorized Capital	
1,70,00,000 (One Crore Seventy Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each.	17,00,00,000
Total	**17,00,00,000**
Issued, Subscribed and Paid Up Capital	
1,50,62,403 (One Crore Fifty Lakh Sixty Two Thousand Four Hundred and Three) fully paid up Equity Shares of Rs.10/- (Rupees Two only) each.	15,06,24,030
Total	**15,06,24,030**

Subsequent to 31.03.2022 and till the date of issue of this Notice, there has been no change in the capital structure of the Demerged Company.

The following is the Shareholding Pattern of the Demerged Company as on date:

Sl. No.	Category of shareholder	No. of Shareholders	Total No. of shares held	% of holding
1.	Promoter & Promoter Group	6	10862355	72.12
2.	Public	165	4200048	27.88
	Total	**171**	**15062403**	**100**

6.4 Details of Promoters and persons forming promoter group of DemergedCompany (as on date of this Notice) along with their addresses are mentioned herein below:

Sl. No.	Name	Promoter / Promoter Group	Address
1	Anjani Kumar Agarwal	Promoter	Plot No. 68, AP Text Book Colony, Near Narne Estate, Kharkhana, Secunderabad, Telangana - 500009
2	Dayanand Agarwal	Promoter	Plot No. 25, Janakpuri Colony, Left Side Portion, Karkhana Tirumalagiri, Hyderabad, Telangana – 500015
3	Sanjay Agarwal	Promoter	Plot No. 68, AP Text Book Colony, Near Narne Estate, Kharkhana, Secunderabad, Telangana - 500009
4	Shashi Kala Agarwal	Promoter Group	Plot No. 68, AP Text Book Colony, Near Narne Estate, Kharkhana, Secunderabad, Telangana - 500009
5	Sunita Agarwal	Promoter Group	Plot No. 68, AP Text Book Colony, Near Narne Estate, Kharkhana, Secunderabad, Telangana - 500009

6	Pinky Agarwal	Promoter Group	Plot No. 68, AP Text Book Colony, Near Narne Estate, Kharkhana, Secunderabad, Telangana - 500009

6.5 Details of Directors of Demerged Company (as on date of this Notice) along with their addresses are mentioned herein below:

Name	DIN	Address	Designation
Anjani Kumar Agarwal	00006982	Plot No. 68, AP Text Book Colony, Near Narne Estate, Kharkhana, Secunderabad, Telangana – 500009	CEO & Managing Director
JonnadaVaghira Kumari	06962857	R/o 49-58-12/4, SF 301, Green Park Colony, Seethammadhara, Visakhapatnam, Andhra Pradesh – AP 530016	Independent Director
Sugan Chand Sharma	07064674	4-2-194, 4th Floor, Near Mahankali Street, Old Bhoiguda, Secunderabad, Telangana -500003	Wholetime Director
Shamantha Dodla	08165176	'1-14-310, Balam Rai, Near Bsnl Telephone, Opp Balam Rai, Secunderabad, Telangana	Non-Executive Director
Sridharan Chakrapani	09336138	Flat No. P 201, Priya Towers, VSR Enclave,Anandbagh,Safil guda, Malkajgiri, K V Rangareddy, Telangana - 500047	Independent Director

6.6 The Scheme was approved by the Board of Directors of DRS Dilip Roadlines Limited (Demerged Company) and DRS. Cargo Movers Private Limited ("Resulting Company"), in their respective Meetings held on 08.03.2022.

6.7 All the Directors, as listed hereunder, forming Board of Directors of DRS Dilip Roadlines Limited (Demerged Company) participated and voted in favor of the resolution approving the Scheme.

Name	DIN	Address
Anjani Kumar Agarwal	00006982	Plot No. 68, AP Text Book Colony, Near Narne Estate, Kharkhana, Secunderabad, Telangana – 500009
JonnadaVaghira Kumari	06962857	R/o 49-58-12/4, SF 301, Green Park Colony, Seethammadhara, Visakhapatnam, Andhra Pradesh – AP 530016
Sugan Chand Sharma	07064674	4-2-194, 4th Floor, Near Mahankali Street, Old Bhoiguda, Secunderabad, Telangana -500003
Shamantha Dodla	08165176	'1-14-310, Balam Rai, Near Bsnl Telephone, Opp Balam Rai, Secunderabad, Telangana
Sridharan Chakrapani	09336138	Flat No. P 201, Priya Towers, VSR Enclave, Anandbagh, Safilguda, Malkajgiri, K V Rangareddy, Telangana - 500047

Further, it is confirmed that none of the Directors voted against the resolution.

6.8 DRS Dilip Roadlines Limited (Demerged Company) is the Holding Company of DRS. Cargo Movers Private Limited (the Resulting Company).

6.9 The Demerged Company owes an amount of Rs. 95,976,425 (Rupees Nine Crore Fifty Nine Lakh Seventy Six Thousand Four Hundred and Twenty Five Only) to its 3 (Three) Secured Creditors as on 31.10.2022, and all the 3 (Three)

Secured Creditors of Demerged Company have given their consent to the Scheme of Arrangement. The Demerged Company does not have any unsecured creditors as on 31.10.2022 The Demerged Company has 13 (Thirteen) Trade/sundry creditors having an outstanding amount of Rs.1,67,31,311(Rupees One Crore Sixty-Seven Lakh Thirty-One Thousand Three Hundred and Eleven Only) as on 31.10.2022 and all the said Trade/sundry creditors have given their consent to the Scheme of Arrangement.

RESULTING COMPANY

6.10 **DRS. CARGO MOVERS PRIVATE LIMITED**, was incorporated under the name and style DRS Labs (India) Private Limited in the state of Telangana, (erstwhile undivided Andhra Pradesh) under the provisions of the Companies Act, 1956 on 12.12.2007 (Twelfth Day of December, Two Thousand and Seven) vide Corporate Identification Number: (CIN): U24232AP2007PTC056660 issued by the Registrar of Companies, Andhra Pradesh. Subsequently, the name of the Company was changed from DRS Labs (India) Private Limited to its present name i.e., "DRS. Cargo Movers Private Limited" by following due procedure laid down under the applicable provisions of the Companies Act, 2013 and a Fresh Certificate of Incorporation consequent on change of name was issued by the Registrar of Companies, Telangana, Hyderabad on 13thFebruary, 2019 (Thirteenth Day of February, Two Thousand and Nineteen). The present Corporate Identification Number (CIN) of the Company is U24232TG2007PTC056660. The PAN of the Company is AADCD0069Q.The Company is a Private Limited Company.(Hereinafter referred to as the **"Resulting Company"**)

The Registered Office of the Resulting Company is situated at 306, 3rd Floor, Kabra Complex, 61, M G Road, Secunderabad, Telangana –500003. India and the E-mail address is **info@drscargomovers.com**

6.11 The present main objects of the Resulting Company are as follows:

a) To carry on the business of public carriers, transporters and carriers of goods, passengers, merchandise, commodities, luggage and other products, documents, services to pick up and delivery of documents, parcels, all types of goods and merchandise, door to door/desk to desk service of small, medium, bulk, odd or of any size or type of consignments, whether in India or elsewhere.

b) To establish, organize, manage, run, charter, conduct, contract, develop, handle, own, operate and to do business as transporters in all its branches for transporting goods, passengers, articles or things on all routes and lines, on national and international levels subject to the laws in force through all sorts of road carriers, whether propelled by petrol, diesel, electricity or any other form of power.

c) To carry on the business in India or abroad to take on lease, rent, hire and to construct, build, establish, erect, promote, undertake, acquire, own operate, equip, manage, renovate, recondition, turn to account, maintain and to run warehouses, godowns, stores and other similar establishments, to provide facilities for storage of commodities, goods, articles and things, and for the purpose to act as C & F agent, custodian, warehouseman, transportation and distribution agent, stockist, auctioneer, importer, exporter, or otherwise to deal in all sorts of commodities, vegetables, fruits, edibles and similar goods.

The Resulting Company is engaged in business of providing logistics services including transportation, packing & moving and renting of warehouses.

6.12 Change of name of Company during the last five years:

The name of the Company was changed from DRS Labs (India) Private Limited to its present name i.e., "DRS. Cargo Movers Private Limited" by following due procedure laid down under the applicable provisions of the Companies Act, 2013 and a Fresh Certificate of Incorporation consequent on change of name was issued by the Registrar of Companies, Telangana, Hyderabad on 13thFebruary, 2019 (Thirteenth Day of February, Two Thousand and Nineteen).

6.13 Change of Objects of the Company during the last five years:

The Memorandum of Association of Company was altered by passing a Special resolution, pursuant to the provisions of Section 13 of the Companies Act, 2013, by the members in their EGM held on 24th day of January, 2019, and the erstwhile objects were replaced by the present objects, as laid at para 6.11 above. The said alteration was confirmed by the Registrar of Companies, Hyderabad vide Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s), dated 13th day of February, 2013.

6.14 There has been no instance of change of registered office of the Company during the last five years.

6.15 The authorized, issued, subscribed and paid-up share capital of the Resulting company as on 31st March 2022 is as follows:

Share Capital	**Amount in Rs.**
Authorized Capital	
12,50,000 (Twelve Lakhs Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten only) each	1,25,00,000
Total	**1,25,00,000**
Issued, Subscribed and Paid Up Capital	
11,84,300 (Eleven Lakh Eighty Four Thousand Three Hundred) fully paid up Equity Shares of Rs.10/- (Rupees Ten only) each.	1,18,43,000
Total	**1,18,43,000**

Subsequent to 31.03.2022 and till the date of issue of this Notice, there has been no change in the capital structure of the Resulting Company.

6.16 The following is the extract of the register of members of the Resulting Company showing its latest list of members:

Sl. No.	Name of shareholder	Total No. of shares held	% of Shareholding
1.	**DRS Dilip Roadlines Limited** (Demerged Company)	11,84,299	99.99
2.	Mr. Anjani Kumar Agarwal (Nominee of DRS Dilip Roadlines Limited)	1	0.01
	Total	11,84,300	100

6.17 **Details of Promoters / promoter group of Resulting Company (as on date of this Notice) along with their addresses are mentioned herein below:**

Sl. No.	Name	Address
1.	DRS Dilip Roadlines Limited	3rd Floor, Kabra Complex, 61, M G Road, Secunderabad, Telangana – 500003
2.	Anjani Kumar Agarwal (holding beneficial interest on behalf of DRS Dilip Roadlines Limited)	Plot No. 68, AP Text Book Colony, Near Narne Estate, Kharkhana, Secunderabad, Telangana - 500009

6.18 Details of Directors of Resulting Company (as on date of this Notice) along with their addresses are mentioned herein below:

Name	DIN	Address	Designation
Anjani Kumar Agarwal	00006982	Plot No. 68, AP Text Book Colony, Near Narne Estate, Kharkhana, Secunderabad, Telangana - 500009	Director
Sanjay Agarwal	00204750	Plot No. 68, AP Text Book Colony, Near Narne Estate, Kharkhana, Secunderabad, Telangana - 500009	Director

6.19 The Scheme was approved by the Board of Directors of DRS. Cargo Movers Private Limited ("Resulting Company") and DRS Dilip Roadlines Limited (Demerged Company) in their respective Meetings held on 08.03.2022

6.20. All the Directors, as listed hereunder, forming Board of Directors of DRS. Cargo Movers Private Limited ("Resulting Company"), participated and voted in favor of the resolution approving the Scheme.

Sl. No.	Name	DIN
1.	Anjani Kumar Agarwal	00006982

2.	Sanjay Agarwal	00204750

Further, it is confirmed that none of the Directors voted against the resolution.

6.21 DRS Dilip Roadlines Limited (Demerged Company) is the Holding Company of DRS. Cargo Movers Private Limited (the Resulting Company).

6.22 The Resulting Company owes an amount of Rs. 68,448,204 (Rupees Six Crore Eighty-Four Lakh Forty-Eight Thousand Two Hundred and Four Only) to its 1 (One) Secured Creditor as on 31.10.2022, and the said Secured Creditor has given its consent to the Scheme of Arrangement. Further, the Resulting Company has 3 (Three) Unsecured Creditors having an outstanding amount of Rs. 29,283,973 (Rupees Two Crore Ninety-Two Lakh Eighty-Three Thousand Nine Hundred and Seventy-Three Only) as on 31.10.2022 and all the 3 (Three) Unsecured Secured Creditors of Resulting Company have given their consent to the Scheme of Arrangement. The Resulting Company has 3 (Three) Trade/sundry creditors having an outstanding amount of Rs. 3,178,909(Rupees Thirty-One Lakh Seventy-Eight Thousand Nine Hundred and Nine Only) as on 31.10.2022and all the said Trade/sundry creditors have given their consent to the Scheme of Arrangement.

7. RATIONALE, OBJECTIVE, PURPOSE AND BENEFITS OF THE SCHEME TO THE COMPANY AND ITS STAKEHOLDERS

i. The Demerged Company, presently, has two Divisions / undertakings viz. Transport Division and the Warehouse Division. Each of the businesses of the Demerged Company operates in different business environment and is subject to different profitability, growth opportunities, future prospects and risks.

ii. The nature of risk and competition involved in each of these businesses are distinct and consequently nature of considerations, factors and commercial parameters applicable to the business of Transportation of Goods being different and divergent in nature in comparison to that of Warehousing services business. With an endeavour to enhance shareholders value and insulate both the businesses from the risks of each other, it is proposed to reorganize and segregate, by way of Demerger of Warehouse Division.

iii. The Demerger of Warehouse Division from the Demerged Company to the Resulting Company will facilitate the Demerged Company to focus on its remaining prime business and transfer of the Warehouse Division by way of Demerger to the Resulting Company will enable the Resulting Company to focus on ventures with greater profitability, and results in simplification of the Company's structure and cost efficiency of respective companies and greater revenue inflow would be to the benefit of all the stakeholders of both the Demerged and the Resulting Company.

iv. It is therefore, proposed that the Warehouse Division of the Demerged Company be segregated and demerged, pursuant to a Scheme of Arrangement and be transferred to the Resulting Company for achieving independent focus.

The management of the respective Companies is of the view that this Scheme is in the interest of the customers, employees, lenders, shareholders and all other stakeholders of the respective Companies. The management of the Demerged Company and the Resulting Company proposes to achieve the above objective pursuant to a Scheme of Arrangement under Sections 230 to 232 read with Sections 52 and 66 the Companies Act, 2013.

8. SCOPE OF THE SCHEME

1. This Scheme of Arrangement is presented under sections 230 to 232 read with the Sections 52 and 66 of the Companies Act, 2013and other applicable provisions of the Companies Act, 2013 and it provides for the Demerger of the Warehouse Division of the Demerged Company into the Resulting Company. It also provides for Listing of Equity Shares of Resulting Company on NSE Emerge (SME Platform of NSE India Limited). This Scheme of Arrangement also provides for various other matters consequential, supplemental and / or otherwise integrally connected therewith.
2. The events contemplated under the Scheme are as under:
   (a) Demerger of the Warehouse Division of the Demerged Company and vesting of the same in the Resulting Company, on a going concern basis.

   (b) Cancellation of entire equity share capital of the Resulting Company, (i.e., 1184300 shares) held by the Demerged Company and its nominee in the Resulting Company or in other words cancellation of

investments made by Demerged Company in the share capital of Resulting Company as appearing in the books of Demerged Company. Reduction in the Reserves & Surplus of the Demerged Company and increase in the authorized share capital of the Resulting Company as a part of the Demerger of Demerged Undertaking and vesting of the same in the Resulting Company.

(c) Consequent issue of 75,31,201 Equity Shares of Rs. 10/- each by the Resulting Company to the shareholders of Demerged Company as a consideration pursuant to the provisions of sections 230 to 232 and other relevant provisions of the Companies Act, 2013.All the shareholders of the Demerged Company as on the Record Date shall become the shareholders of the Resulting Company by virtue of the Demerger.

(d) The Equity Shares to be issued by the Resulting Company to the shareholders of the Demerged Company shall be listed on NSE Emerge (SME Platform of NSE India Limited) in accordance with Listing Regulations and other regulations as prescribed by SEBI, NSE or any other regulatory or statutory authority.

3. Further, as an integral part of this Scheme, the Resulting Company shall be converted into a Public Limited Company and the Authorised Capital of the Resulting Company shall be increased without any further approvals from the Board or shareholders.

4. Further, the Scheme shall be in compliance with the applicable SEBI (ICDR) Regulations including Listing Regulations, SCRR and the Circular No. CFD/DIL3/CIR/2017/21 dated 10.03.2017 and Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23.11.2021 any subsequent amendments thereof ("SEBI Circulars").

9. SALIENT FEATURES OF THE SCHEME

I. **"Appointed Date"** means 01.04.2022 (First Day of April, Two Thousand and Twenty-Two) or such other date as may be approved by the Hon'ble National Company Law Tribunal or such other competent authority having jurisdiction to sanction the Scheme. The Appointed Date shall be the Effective Date and the Scheme shall be deemed to be effective from the Appointed Date

II. **"Demerged Undertaking"** or **"Warehouse Division"** means the entire business activities, operations, business division and undertaking pertaining to the **Warehouse Business** of the Demerged Company and comprising all the assets (movable and immovable) and liabilities, which relate thereto or are necessary thereto and including specifically the following:

(a) All assets and properties of, or required for the Warehouse Division wherever situated, whether movable or immovable, freehold or leasehold, tangible or intangible, including without limitations freehold land and buildings, whether encumbered or not, and leasehold land and buildings, if any, more particularly described in Schedule I, all funds, cash and bank balances, investments, stocks, inventories, work in progress, trade receivables, plant and machinery, estates, buildings, offices, warehouses, stock yards, machinery, capital work in progress, furniture, fixtures, office equipment, vehicles, power lines, water pipelines and depots.

(b) All agreements, contracts, engagements, permits, quotas, rights, registrations, entitlements, industrial and commercial leases, leasehold rights, tenancy rights, sub-leases, licenses, bids, actionable claims, deposits with various government and other parties/entities/departments, various payments made to the concerned departments, authorities or other persons under protest, all assignments and grants thereof, municipal permissions, approvals, consents, goodwill, trademarks, trade names, brands, trade secrets, bank accounts, receivables, privileges, powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, emails, telexes, facsimile, electric service connections, benefits of all agreements, contracts and arrangements and all other interests in connection with or relating to the Warehouse Division of the Demerged Company.

(c) All deposits or benefits of any deposits, balances, earnest moneys and/or security deposits paid or received by the Demerged Company directly or indirectly in connection with or relating to the Warehouse Division of the Demerged Company.

(d) All books, records, files, papers, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information, and other records, whether in physical form or electronic form in connection with or relating to the Warehouse Division of the Demerged Company; and

(e) All the reserves, debts, duties, obligations, secured loans, unsecured loans, trade payables, current liabilities and all other liabilities (including contingent and prospective liabilities) relatable to the Warehouse Division of the Demerged Company.

III. "Conversion and Change of Name":

i. Consequent to the Demerger and upon the Scheme becoming effective, the Resulting Company shall, without any further act, deed or thing be converted from a private limited company to a limited company and consequently, the name of the Resulting Company shall be changed from DRS. Cargo Movers Private Limited to "DRS Cargo Movers Limited". Clause I of the Memorandum of Association shall stand altered accordingly and substituted by the following Clause:

"The Name of the Company is DRS Cargo Movers Limited."

ii. Further, the name of the Company, wherever appearing in the Memorandum of Association or the Articles of Association and on all the letterheads, vouchers and other books of Account of the Company shall also be substituted by **DRS Cargo Movers Limited.**

iii. The conversion of the Resulting Company into a limited company under Section 14 of the Companies Act, 2013 and the resultant change in its name shall be done as an integral part of the Scheme and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting the conversion and the resultant change in the name of the Resulting Company and no further resolution(s) under Section 13 or 14 or any other applicable provisions of the Act would be required to be separately passed. The Resulting Company shall file the requisite forms and take necessary steps to give effect to such change of name.

IV. "Business for The Resulting Company":

- The Demerged Company shall carry on and be deemed to have carried on the business and activities pertaining to the Demerged Undertaking and shall stand possessed of the Demerged Undertaking, in trust for the Resulting Company and shall account for the same to the Resulting Company.

- Any income or profit accruing or arising to the Demerged Company pertaining to the Demerged Undertaking and all costs, charges, expenses and losses or taxes incurred by the Demerged Company pertaining to the Demerged Undertaking, shall for all purposes be treated as the income, profits, costs, charges, expenses and losses or taxes, as the case may be, of the Resulting Company and shall be available to the Resulting Company for being disposed off in any manner as it thinks fit.

- All liabilities, debts, duties and obligations of the Demerged Company pertaining to the Demerged Undertaking which arise or accrue on or after the Appointed Date shall be deemed to be the debts, liabilities, duties and obligations of the Resulting Company.

V. Legal Proceedings:

On and from the Appointed Date, all suits, claims, actions and legal proceedings instituted and / or arising and / or pending by or against the Demerged Company in relation to the Demerged Undertaking shall be continued and / or enforced until the Date of sanction of the Scheme by the Tribunal as desired by the Resulting Company and on and from the Date of sanction of the Scheme by the Tribunal, shall be continued and / or enforced by or against the Resulting Company as effectually and in the same manner and to the same extent as if the same had been originally instituted and / or had arisen and / or were pending by or against the Resulting Company.

On and from the Appointed Date, if any proceedings are taken against the Demerged Company in relation to the Demerged Undertaking, the Demerged Company shall till the date of sanction of the Scheme by the Tribunal defend the same at the cost of the Resulting Company, and the Resulting Company shall reimburse and indemnify the Demerged Company against all liabilities and obligations incurred by the Demerged Company in respect thereof.

The Resulting Company undertakes to have all legal or other proceedings initiated by or against the Demerged Company transferred to its name on and after the Date of sanction of the Scheme by the Tribunal and to have the same continued, prosecuted and enforced by or against the Resulting Company as the case may be, to the exclusion of the Demerged Company.
Notwithstanding the above, in case the proceedings referred to in this clause cannot be transferred for any reason, or the transfer takes time, till such

transfer the Demerged Company shall defend the same in accordance with the advice of the Resulting Company and at the cost of the Resulting Company, and the Resulting Company shall reimburse, indemnify and hold harmless the Demerged Company against all liabilities and obligations incurred by the Demerged Company in respect thereof.

VI. Staff, Workman & Employees of the Resulting Company:

With effect from the Appointed Date and upon the sanction of the Scheme by the Tribunal, all staff, workmen and employees of the Demerged Company in service and involved in relation to the Demerged Undertaking of the Demerged Company as on the Date of sanction of the Scheme by the Tribunal shall be deemed to have become staff, workmen and employees of the Resulting Company with effect from the Date of sanction of the Scheme by the Tribunal without any break in their service and the terms and conditions of their employment with the Resulting Company shall not be less favorable than those applicable to them with reference to the Demerged Company on the Date of sanction of the Scheme by the Tribunal and such of those labour legislations in so far as they are applicable to the Demerged Company in relation to their workmen and employees shall be applicable to the Resulting Company.

VII. "Remaining Business of the Demerged Company":

The Demerged Company shall continue to carry on the Remaining Business. All the assets, liabilities and obligations pertaining to the Remaining Business arising prior to, on or after the Appointed Date including liabilities other than those transferred to the Resulting Company under Clause 21 of this Scheme shall continue to belong to, be vested in and be managed by the Demerged Company and subject to encumbrances in favor of banks and other lenders, if any. All legal, taxation or other proceedings (including before any statutory or quasi-judicial authority or tribunal) by or against the Demerged Company under any statute, whether pending on the Appointed Date or which may be instituted at any time thereafter, and in each case relating to the Remaining Business shall be continued and enforced by or against the Demerged Company after the Date of sanction of this Scheme by the Tribunal. The Resulting Company shall in no event be responsible or liable in relation to any such legal, taxation or other proceedings against the Demerged Company, which relates to the Remaining Business.

If proceedings are taken against the Resulting Company in respect of the matters referred to in Clause 20.1 above, it shall defend the same in accordance

with the advice of the Demerged Company and at the cost of the Demerged Company, and the latter shall reimburse and indemnify the Resulting Company against all liabilities and obligations incurred by the Resulting Company in respect thereof.

With effect from the Appointed Date and up to the date of sanction of the Scheme by the Tribunal:

(a) the Demerged Company shall carry on and be deemed to have been carrying on all business and activities relating to the Remaining Business for and on its own behalf;

(b) all profits accruing to the Demerged Company thereon or losses arising or incurred by it (including the effect of taxes, if any, thereon) relating to the Remaining Business shall, for all purposes, be treated as the profits or losses, as the case may be, of the Demerged Company.

(c) all assets and properties acquired by the Demerged Company in relation to the Remaining Business on and after the Appointed Date shall belong to and continue to remain vested in the Demerged Company; and

(d) all assets acquired and all liabilities incurred by the Demerged Company after the Appointed Date but prior to the date of sanction of the Scheme by the Tribunal for operation of and in relation to the Warehouse Division shall also without any further act, instrument or deed stand transferred to and vested in or to be deemed to have been transferred to or vested in the Resulting Company upon the coming into effect of the Scheme, subject to the provisions of this Scheme in relation to encumbrances in favour of lenders, or banks, as the case may be.

VIII. Consideration:

i. Upon the sanction of this Scheme by the Tribunal and in consideration of transfer and vesting of the Demerged Undertaking of the Demerged Company into the Resulting Company in terms of provisions of the Scheme, the Resulting Company shall, without any further application or deed, issue and allot Equity Share(s) to the members of the Demerged Company whose names appear in the Register of members as on Record Date, in the following ratio:

1(one) Equity Share of face value of Rs.10/- (Rupees Ten only) each fully paid up of the Resulting Company shall be issued and allotted by the Resulting Company for every 2(two) fully paid-up equity shares of the face value of Rs.10/- (Rupees Ten only) each held in the Demerged Company.

ii. In the event the aforesaid allotment of equity shares results in fractional entitlements, the Board of Directors of the Resulting Company shall consolidate all such fractional entitlements and thereupon issue and allot whole equity shares in lieu thereof to the Company Secretary of the Resulting Company (or such other person as the Board of Directors of the Resulting Company shall appoint in this behalf), who shall hold such equity shares, in trust on behalf of the shareholders entitled to fractional entitlements, with the express understanding that such Company Secretary (or such other person as the Board of Directors of the Resulting Company appoints in this behalf) shall sell the same within a period of 90 days from the date of allotment of shares, at such price or the prices and to such person or persons as deemed fit and the net sale proceeds thereof (i.e. after deduction therefrom of expenses incurred in connection with the sale) shall be paid to the Resulting Company whereupon the Resulting Company shall distribute such net sale proceeds to the shareholders in proportion to their respective fractional entitlements. The Board of Directors of the Resulting Company, if it deems necessary, in the interests of allottees, approve such other method in this regard as it may, in its absolute discretion, deem fit.

iii. The company shall submit to the Stock Exchange a report from its Audit Committee and the Independent Directors certifying that the Company has compensated the eligible shareholders, within 7 days of compensating the shareholders.

iv. Simultaneous with the issuance and allotment of the equity shares by the Resulting Company in accordance with this Clause, entire existing issued, subscribed and paid-up share capital of the Resulting Company held (beneficially owned) by the Demerged Company, comprising of 11,84,300 equity shares of Rs. 10/- each, aggregating to Rs. 1,18,43,000 shall be cancelled. The share certificates held by DRS Dilip Roadlines Limited (the Demerged Company) and its nominee representing the equity shares in the Resulting Company shall be deemed to be cancelled and non-est and not tradable from and after such cancellation.

v. The investments in the shares of the Resulting Company, appearing in the books of account of Demerged Company shall without any further act or deed, stand cancelled.

vi. Subject to the applicable laws, the equity shares of the Resulting Company to be issued and allotted in terms of this Scheme shall be issued and allotted / credited in dematerialized form.

vii. In respect of the shareholding of the Eligible Shareholders of the Demerged Company, the Equity Shares in the Resulting Company shall, subject to applicable regulations, be issued to them in the dematerialized form pursuant to Clause 9.1 above with such shares being credited to the existing depository accounts of the Shareholders of the Demerged Company entitled thereto, as per records maintained by the National Securities Depository Limited and / or Central Depository Services (India) Limited on the Record Date.

viii. The Board of Directors of the Resulting Company and the Board of Directors of the Demerged Company, in view of the fact that the Resulting Company is a Wholly Owned Subsidiary of the Demerged Company, based on their independent judgment and evaluation have come to the conclusion that the Share Exchange Ratio is fair and reasonable and have approved the same at their respective meeting held on 08.03.2022. In view of para 4 of Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/ 0000000665 dated November 23, 2021 issued by SEBI, Valuation Report from a Registered Valuer is not applicable in the instant case since the resulting Company, into which the demerged undertaking is proposed to be demerged is the Wholly owned subsidiary of the demerged Company and there would be no change in the shareholding pattern of the listed entity (the Demerged Company) or the Resulting Company, as contemplated at para 4 of the said Master Circular.

ix. The Equity shares to be issued in terms of this clause shall be subject to the provisions of the Memorandum and Articles of Association of the Resulting Company. The Equity shares shall rank pari-passu in all respects, including dividend, if any.

x. Consequent upon the scheme coming into effect the existing authorized share capital of the Resulting Company of Rs. 1,25,00,000 divided into 12,50,000 equity shares of Rs. 10/- each shall stand increased to Rs. 11,25,00,000 divided into 1,12,50,000 equity shares of Rs. 10/- each".

xi. The following clause in the Memorandum and Articles of Association of the Resulting Company shall stand amended to read as under:

Clause V in the Memorandum of Association:

"The Authorized Share Capital of the Company is Rs. 11,25,00,000 divided into 1,12,50,000 equity shares of Rs. 10/- each. The Company shall have power from time to time to increase, reduce or alter its Share capital and issue any shares in original or new capital as equity or preference shares"

xii. For the purpose as aforesaid the Resulting Company shall, and to the extent required, increase its Authorised Capital after this Scheme has been sanctioned by the NCLT but before the issue and allotment of shares. It shall also, if and to the extent required, apply for and obtain the requisite approvals including that of SEBI, Reserve Bank of India and other appropriate authorities concerned for issue and allotment by the Resulting Company to the members of the Demerged Company of the Equity shares in the share capital of the Resulting Company in the ratio as aforesaid.

xiii. The equity shares to be issued and allotted by the Resulting Company pursuant to this scheme of arrangement, will be listed and/or admitted to trading on the stock exchange where the Demerged Company's shares are already listed and traded subject to necessary approvals to be obtained from Regulatory authorities and all necessary applications and compliances will be made in this respect by Resulting Company. Presently the equity shares of the Demerged Company are listed and traded on the SME segment of NSE (NSE Emerge).

xiv. The members of the Resulting Company, on approval of the Scheme, shall be deemed to have given their approval under section 62 and other applicable provisions of the Companies Act, 2013, for issue of fresh shares to the members of the Demerged Company and the Resulting Company will not be required to pass any further resolution for issue and allotment of shares to the Shareholders of the Demerged Company.

xv. The equity shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the NSE.

IX. "Listing Regulations and SEBI Compliances"

On approval of the Scheme by the NCLT, the Resulting Company shall apply for listing and trading permissions of its Equity Shares on the SME segment of NSE (NSE Emerge) and comply with the SEBI (ICDR) Regulations including the Listing Regulations and SCRR in this regard.

The Demerged Company, being a Listed Company, shall continue to comply with all the requirements under the Listing Agreement/Regulations and all statutory directives of SEBI in so far as they relate to sanction and implementation of this Scheme.

The Demerged Company in compliance with Listing Agreement/Regulations shall apply for approval of NSE where the shares are listed, before approaching the NCLT for sanction of this Scheme.

New equity shares allotted to the Shareholders of the Demerged Company by the Resulting Company pursuant to the Scheme shall remain frozen in the depositories system until listing /trading permission is granted by the NSE, i.e., between the date of allotment of Equity shares of the Resulting Company to the shareholders of Demerged Company and the date of Listing / Trading permission of Equity shares of the Resulting Company by the NSE.

The Demerged Company shall also comply with the Directives of SEBI contained in Circular No. CFD/DIL3/CIR/2017/21, dated 10.03.2017 and Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665, dated 23.11.2021.

In terms of Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665, dated November 23,2021, the Resulting Company undertakes that in case, its public shareholding falls below the threshold limit of 25% upon listing of its securities, it shall increase the public shareholding to at least 25% of its paid-up capital within a period of one year from the date of listing of its securities. Further, it shall comply with the conditions/ provisions as regards lock-in of share capital as prescribed in the aforesaid Master Circular.

X. "Conduct of Business":

With effect from the Appointed Date and up to the sanction of the Scheme by the Tribunal, the Demerged Company shall carry on the business pertaining to

the Demerged Undertaking with reasonable diligence and in the same manner as it had been doing hitherto, and the Demerged Company shall not alter or substantially expand the business pertaining to the Demerged Undertaking except with the prior written concurrence of the Board of Directors of the Resulting Company.

With effect from the date of sanction of the Scheme by the Tribunal, the Resulting Company shall carry on and shall be authorized to carry on the business pertaining to the Demerged Undertaking.

The Resulting Company shall be entitled, pending the sanction of the Scheme, to apply to the Central Government and all other agencies, departments and authorities concerned as are necessary under any law for such consents, approvals and sanctions which the Resulting Company may require to own and carry on the business pertaining to the Demerged Undertaking of the Demerged Company.

As and from the date of acceptance of this Scheme by the Board of Directors of the Demerged Company and the Resulting Company and till the date of the sanction of the Scheme by the Tribunal, the Demerged Company shall not alienate, charge, mortgage, encumber or otherwise deal with the assets of the Demerged Undertaking or any part thereof without the prior written concurrence of the Board of Directors of Resulting Company.

Note: YOU ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME TO GET FULLY ACQUAINTED WITH THE PROVISIONS THEREOF. THE AFORESAID ARE ONLY SOME OF THE KEY PROVISIONS OF THE SCHEME.

10. VALUATION REPORT:

The Company has obtained Share Exchange Cum Entitlement Report, dated 25.11.2022, from Mr. V. Gangadhara Rao, B.Com, CA, a IBBI Registered Valuer (IBBI /RV/06/2019/10709), justifying and recommending the Fair Share Exchange Cum Entitlement Ratio as :

1(one) Equity Share of face value of Rs.10/- (Rupees Ten only) each fully paid up of the Resulting Company shall be issued and allotted by the Resulting Company for every 2(two) fully paid-up equity shares of the face value of Rs.10/- (Rupees Ten only) each held in the Demerged Company.

The Share Exchange Cum Entitlement Report shall be available for inspection by the members at the Registered Office of the Company on all working days during business hours upto the date of the NCLT Convened Meeting.

11. RELATIONSHIP SUBSISTING BETWEEN PARTIES TO THE SCHEME:

The Resulting Company is a Wholly Owned Subsidiary of the Demerged Company.

12. CAPITAL / DEBT RESTRUCTURING:

There is no debt restructuring envisaged in the Scheme.

However, upon the sanction of this Scheme by the Tribunal and in consideration of transfer and vesting of the Demerged Undertaking of the Demerged Company into the Resulting Company in terms of provisions of the Scheme, the Resulting Company shall, without any further application or deed, issue and allot Equity Share(s) to the members of the Demerged Company whose names appear in the Register of members as on Record Date, in the following ratio:

1(one) Equity Share of face value of Rs.10/- (Rupees Ten only) each fully paid up of the Resulting Company shall be issued and allotted by the Resulting Company for every 2(two) fully paid-up equity shares of the face value of Rs.10/- (Rupees Ten only) each held in the Demerged Company.

13. PRE AND POST ARRANGEMENTCAPITAL STRUCTURE& Shareholding

CAPITAL STRUCTURE

a) **The pre and post arrangement Capital Structure of the Demerged Company is as follows:**

Particulars	Pre-Arrangement		Post-Arrangement	
	No. of Equity Shares	Amount in INR	No. of Equity Shares	Amount in INR
Authorised Capital	1,70,00,000	17,00,00,000	1,70,00,000	17,00,00,000
Issued, Subscribed & Paid Up Capital	1,50,62,403	15,06,24,030	1,50,62,403	15,06,24,030

As there will be no issue of equity shares by DRS Dilip Roadlines Limited upon the Scheme of Arrangement being effective, there will be no change in the pre-scheme and post-scheme capital structure.

b) **The pre and post arrangement Capital Structure of the Resulting Company is as follows:**

Particulars	Pre-Arrangement		Post-Arrangement	
	No. of Equity Shares	Amount in INR	No. of Equity Shares	Amount in INR
Authorised Capital	12,50,000	1,25,00,000	1,12,50,000	11,25,00,000
Issued, Subscribed & Paid Up Capital	11,84,300	1,18,43,000	75,31,201	7,53,12,010

SHAREHOLDING PATTERN

a) **The pre and post arrangement Shareholding Pattern of the Demerged Company is as follows:**

Pre- Arrangement

Category	**No. of Shares**	**%**
Promoter	1,08,62,355	72.12
Public	42,00,048	27.88
Total	**1,50,62,403**	**100**

Post- Arrangement

Category	**No. of Shares**	**%**
Promoter	1,08,62,355	72.12
Public	42,00,048	27.88
Total	**1,50,62,403**	**100**

As, there will be no issue of equity shares by DRS Dilip Roadlines Limited upon the Scheme of Arrangement being effective, there will be no change in the pre-scheme and post-scheme Shareholding Pattern.

b) **The pre and post arrangement Shareholding Pattern of the Resulting Company is as follows:**

Pre- Arrangement

Category	**No. of Shares**	**%**
Promoter	11,84,300	100
Public	-	
Total	**11,84,300**	**100**

Post- Arrangement

Category	No. of Shares	%
Promoter	54,31,177	72.12
Public	21,00,024	27.88
Total	**75,31,201**	**100**

14. Effect of Scheme on stakeholders

The effect of the Scheme on various stakeholders is summarised below:

- **Equity shareholders, KMPs, promoter and non-promoter shareholders**

The effect of the Scheme on the equity shareholders, KMPs, promoter and non-promoter shareholders of the Company and the Resulting Company is given in the reports adopted by the Board of Directors of the Company and the Resulting Company on 8th March, 2022, pursuant to the provisions of Section 232(2)(c) of the Act.

- **Directors**

The Scheme will have no effect on the office of the existing Directors of the Company and the Resulting Company. Further, no change in the Board of Directors of the Company and the Resulting Company is envisaged on account of the Scheme. It is clarified that, the composition of the Board of Directors of the Company and of the Resulting Company may change by appointments, retirements or resignations in accordance with the provisions of the Act, SEBI Listing Regulations, Applicable Laws and Memorandum and Articles of Association of the Company and of the Resulting Company.

The effect of the Scheme on the Directors of the Company and the Resulting Company in their capacity as equity shareholders of the Company is same as in case of other equity shareholders of the Company.

- **Employees**

All employees of the Company engaged in or in relation to the Demerged Undertaking shall be transferred to the Resulting Company on terms and conditions no less favourable than those on which they are engaged by the Company and without any interruption in service.

Upon the Scheme coming into effect, the employees of the Resulting Company shall continue on the existing terms and conditions.

There shall not be any change in the terms and conditions of employment of the employees of the Company not forming part of the Demerged Undertaking on account of the Scheme.

Thus, the Scheme will have no adverse effect on the employees of the Company and the Resulting Company.

- **Creditors (other than Debenture holders and Bond holders)**

The demerger, transfer and vesting of the Demerged Undertaking from the Demerged Company into the Resulting Company, will not adversely impact the rights and interest of the creditors of the Company. The creditors of the Company not forming part of the Demerged Undertaking shall continue to be creditors of the Company and shall be paid in the ordinary course of business by the Company.

The creditors of the Company forming part of the Demerged Undertaking, if any, will become creditors of the Resulting Company and shall be paid in the ordinary course of business by the Resulting Company.

There will be no adverse impact on the rights and interest of the creditors of the Company and the Resulting Company

- **Debenture holders, Bond holders and Debenture Trustees**

The Demerged Company and the Resulting Company have not issued any debentures or bonds and do not have any Debenture Trustee.

- **Depositors and Deposit Trustees**

The Demerged Company and the Resulting Company have not accepted any deposits within the meaning of the Act and Rules framed thereunder. Hence, no Deposit Trustees has been appointed.

15. Amounts due to unsecured creditors

Details may be referred at clause 6.9 and 6.22 of this Notice.

16. Interest Of Directors, Key Managerial Personnel (KMP'S), their Relatives and Debenture Trustee

i. None of the Directors, KMPs (as defined under the Act and rules framed thereunder) of the Demerged Company and their respective relatives (as defined under the Act and rules framed thereunder) has any interest in the Scheme except to the extent of their shareholding in the Demerged Company / Resulting Company, if any. Save as aforesaid, none of the said Directors or the KMPs or their respective relatives has any material interest in the Scheme.

ii. None of the Directors, KMPs (as defined under the Act and rules framed thereunder), as applicable, of the Resulting Company and their respective relatives (as defined under the Act and rules framed thereunder), has any interest in the Scheme except to the extent of their shareholding in the Demerged Company / Resulting Company, if any. Save as aforesaid, none of the said Directors or the KMP's or their respective relatives has any material interest in the Scheme.

The Applicant Companies does not have any Depositors or Debenture Holders, hence the question of disclosure of interest of Depositors or Debenture Trustee does not arise.

17. Approvals and intimations in relation to the Scheme

In terms of Regulation 37 of the SEBI Listing Regulations, and under SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 ("SEBI Master Circular"), NSE, vide its Letter No. NSE/LIST/30426_II, dated 02.12.2022, containing its comments along with that of SEBI's comments has conveyed it's No Objection in terms of Regulation 94(2) of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT. There are no adverse observations on the Scheme in the said letter of NSE.

Copy of the said observation letter issued by NSE to the Company is attached as **Annexure X**

18. Auditors' Certificate on conformity of accounting treatment specified in the Scheme with Accounting Standards

The Auditors of the Company and of the Resulting Company have confirmed that the accounting treatment specified in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act. Copy of the same is attached as Annexure VIII and IX respectively.

19. Provisional Financial Statement as on 30.09.2022 and audited financial statements of DRS. Cargo Movers Private Limited (Resulting Company) as on 31.03.2022 and Provisional Financial Statement as on 30.09.2022 and Audited financial statements as on 31.03.2022 of DRS Dilip Roadlines Limited (Demerged Company) are enclosed to this Notice.

20. The rights and interests of creditors of the Applicant Companies will not be prejudicially affected by the Scheme as no sacrifice or waiver is, at all called from them nor their rights sought to be modified in any manner post Scheme.

21. There are no winding up proceedings pending against any of the Applicant Companies as on date.

22. No inquiry or investigation under sections 235 to 251 of the Companies Act, 1956, or under Section 210 to 227 of Companies Act, 2013, is pending against any of the Applicant Companies.

23. The financial position of the Demerged Company will not be adversely affected by the Scheme.

24. A copy of the Scheme has been filed by the Company with the Registrar of Companies, for the State of Telangana, on 23rd February, 2023.

25. The Scheme of Arrangement requires the approval / sanction / no objection from the following regulatory and government authorities:

a) Registrar of Companies
b) Regional Director
c) Official Liquidator
d) NSE (SEBI)
e) National Company Law Tribunal

The Companies are yet to obtain the approval of Registrar of Companies, Regional Director and the National Company Law Tribunal, Hyderabad Bench at Hyderabad. The approval of the aforesaid authorities will be obtained at appropriate time.

26. Inspection and / or extract by the Equity Shareholders and creditors of the Demerged Company, of the following documents shall be allowed at the Registered Office of the Company on all working days (except on Sundays and Public holidays) between 9:00 A.M. to 5.00 P.M. till the date of this Meeting.

a) Joint Company Application No. CA (CAA) No. 6/230/HDB/2023 filed by the Applicant Companies with the Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad.

b) Certified copy of the order dated 31st March, 2023, passed by the Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad in the CA (CAA) No. 6/230/HDB/2023.

c) Resolution passed by the Board of Directors of Applicant Companies approving the Scheme of Arrangementat their respective meetings held on 08th day of March, 2022.

d) Scheme of Arrangement between DRS Dilip Roadlines Limited ("Demerged Company") and DRS. Cargo Movers Private Limited ("Resulting Company"), and their respective Shareholders and Creditors.

e) Certificate issued by the respective Statutory Auditors of the Applicant Companies to the effect that the accounting treatment proposed in the scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;

f) Memorandum and Articles of Association of the Applicant Companies.

g) Audited Financial Statements of the Applicant Companies for the financial year ended 31.03.2022.

h) Report of the Board of Directors of the Resulting and Demerged Company, pursuant to Section 232(2)(c) of the Act.

i) Unaudited financial results (limited reviewed) for the quarter and six months ended 30th September, 2022 of the Demerged Company.

j) Provisional Financial Statements for the period ended 30th September, 2022 of the Resulting Company.

27. The Scheme of arrangement, subject to any modification(s) approved or imposed or directed by the Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad, unless otherwise specified in the Scheme, shall be effective and operative from the Appointed Date, i.e., 01.04.2022, upon receipt of Certified copy of Order of the National Company Law Tribunal, Hyderabad Bench.

28. A copy of the Notice, the Explanatory Statement, the Scheme of Arrangement, details & information as required under Rule 6 of the Companies (Compromises, Arrangements and Arrangements) Rules, 2016, the Reports adopted by the Board of Directors of the Resulting Company / Demerged Company, explaining the effect of Scheme on promoters and non-promoter Shareholders of the Company, Memorandum and Articles of Association of the Applicant Companies and other relevant documents are also available on the website of the Company, i.e., **www.drsindia.in**and also available for inspection at the registered office on all working days (except on Sundays and Public holidays) between 9:00 A.M. to 5.00 P.M. till the date of this Meeting.

29. None of the Directors or Key Managerial Personnel of respective Companies and their respective relatives is concerned or interested, financially or otherwise in the proposed resolution except as shareholders of their respective companies in general. It may be noted that the consideration for the demerger of warehouse division shall be the issue and allotment of 1(one) Equity Share of face value of Rs.10/- (Rupees Ten only) each fully paid up of the Resulting Company by the Resulting Company to the shareholders of Demerged Company for every 2(two) fully paid-up equity shares of the face value of Rs.10/- (Rupees Ten only) each held in the Demerged Company. Further the impact of the Scheme on the Directors, KMPs etc., is discussed at para 14 of this Notice.

30. Details of assets & liabilities relatable to the Demerged Undertaking (warehouse division of the Demerged Company) which are being transferred to the Resulting Company pursuant to the Scheme are hereunder:

The Scheme of Arrangement between DRS Dilip Roadlines Limited and DRS. Cargo Movers Private Limited and their respective shareholders and creditors" ("Scheme"), provides for demerger of Warehouse Division of DRS Dilip Roadlines Limited ("Demerged Undertaking") into DRS. Cargo Movers Private Limited, the wholly owned Subsidiary (the "Resulting Company ") on a going concern basis with effect from April 1, 2022 (First Day of April, Two Thousand and Twenty Two) being the appointed date. The assets and liabilities comprised in the said are as follows:

Particulars		Amount in Rs
Assets:		
Land	8,05,13,161	
Buildings	23,99,72,489	
Electrical Installations	33,562	
Plant & Machinery	31,343	
Debtors	98,37,281	
TOTAL		**33,03,87,836**
Less : Liabilities		
Sundry Creditors and Expenses Payable	25,20,072	25,20,072
Total Net Assets transferred to Resulting Company		**32,78,67,764**

Apart from the aforesaid, the Scheme also provides for Cancellation of entire equity share capital of the Resulting Company, (i.e., 11,84,300 shares) held by the Demerged Company and its nominee in the Resulting Company. The value of said investments in the books of DRS Dilip Roadlines Limited is Rs.23,68,600. Since, the share capital of the Resulting Company is getting cancelled, the value of investments shall also be adjusted in the reserves and surplus of DRS Dilip Roadlines Limited.

The above items are adjusted in reserves and surplus of DRS Dilip Roadlines Limited to give effect to demerger of warehousing division of DRS Dilip Roadlines and cancellation of equity shares held by DRS Dilip Roadlines in DRS Cargo private limited.

31. Information pertaining to DRS. Cargo Movers Private Limited ("Resulting Company") in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, is attached herewith as ***Annexure XII***

32. The Board of Directors recommends the resolution set out in the notice in relation to the approval of the proposed Scheme of Arrangement between DRS Dilip Roadlines Limited ("Demerged Company") and DRS. Cargo Movers Private Limited ("Resulting Company"), and their respective Shareholders and Creditors.

33. This statement may be treated as an Explanatory Statement under Section 102 read with sections 230 to 232 of the Companies Act, 2013, read with relevant rules made thereunder.

34. A copy of the Notice along with Explanatory Statement may be obtained from the Registered Office of the Company.

For DRS Dilip Roadlines Limited

Sd/-
Anjani Kumar Agarwal
CEO & Managing Director
DIN: 00006982

Add: Plot No. 68,
AP Text Book
Colony, Near
Marne Estate,
Secunderabad,
Telangana – 500009

Date :10.04.2023
Place: Hyderabad

SCHEME OF ARRANGEMENT

BETWEEN

DRS DILIP ROADLINES LIMITED

(DRS DILIP or DEMERGED COMPANY)

AND

DRS. CARGO MOVERS PRIVATE LIMITED

(DRS. CARGO or RESULTING COMPANY)

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

UNDER SECTIONS 230 TO 232 READ WITH SECTION 66 OF THE COMPANIESACT, 2013

AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

INTRODUCTION

1. PREAMBLE:

This Scheme of Demerger (**"Scheme"**) is presented pursuant to the provisions of Sections 230 to 232 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, and the rules and regulations issued thereunder read with Sections 2(1B) and 2(19AA) and other applicable provisions of the Income-tax Act, 1961, and applicable Listing Regulations in each case, as amendedfrom time to time and as may be applicable, for:

DRS CARGO MOVERS PVT. LTD. SEC'BAD

DRS DILIP ROADLINES LTD. SEC'BAD.

(i) Demerger of the Demerged Undertaking *(as defined hereunder)* of DRS Dilip Roadlines Limited the **"Demerged Company"**) and vesting of the same with and into DRS. Cargo Movers Private Limited(the **"Resulting Company"**), on a going concern basis; and

(ii) Listing of Resulting Company on NSE Emerge (SME Platform of NSE India Limited) in accordance with Listing Regulations and other regulations as prescribed by SEBI, NSE or any other regulatory or statutory authority.

(iii) various other matters consequential to or otherwise integrally connected with the above in the manner provided for in the Scheme.

2. BACKGROUND AND DESCRIPTION OF THE PARTIES TO THIS SCHEME:

(i) **DRS Dilip Roadlines Limited**, (hereinafter referred to as **"DRS DILIP/ Demerged Company"**) was originally incorporated as a Private Limited Company under the name and style"DRSDILIP ROADLINES PRIVATE LIMITED"under the provisions of Companies Act, 1956, on 10.07.2009 (Tenth day of July, Two Thousand and Nine), in the State of Telangana (erstwhile undivided Andhra Pradesh)vide Corporate Identity Number (CIN) U60231AP2009PTC064326, issued by the Registrar of Companies, Andhra Pradesh.Subsequently, the Company was converted into a Public Limited Company and the name of the company was changed to DRS DILIP ROADLINES LIMITED and a Fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company was issued by the Registrar of Companies, Telangana,Hyderabad, on 06.09.2018 (Sixth Day of September, Two Thousand and Eighteen)

The company is engaged in business of providing logistic services including transportation, packing & moving and renting of warehouses.

The Registered office of the Company is presently situated at 306, 3rd Floor, Kabra Complex, 61, M G Road, Secunderabad– 500003. The CIN of the Company is L60231TG2009PLC064326 and the PAN of the Company is AADCD1865C.

The main objects of the Company are as follows:

a) To carry on the business of public carriers, transporters and carriers of goods, passengers, merchandise, commodities, luggage and other products, documents, services to pick up and delivery of documents, parcels, all types of goods and merchandise, door to door/desk to desk service of small, medium, bulk, odd orof any size or type of consignments, whether in India or elsewhere.

b) To establish, organize, manage, run, charter, conduct, contract, develop, handle, own, operate and to do business as transporters in all its branches for transporting goods, passengers, articles or things on all routes and lines, on national and international levels subject to the laws in force through all sorts of road carriers, whether propelled by petrol, diesel, electricity or any other form of power.

c) To carry on the business in India or abroad to take on lease, rent, hire and to construct, establish, erect, promote, undertake, acquire, own operate, equip, manage, renovate, recondition, turn to account, maintain and to run warehouses, godowns, stores and other

similar establishments, to provide facilities for storage of commodities, goods, articles and things, and for the purpose to act as C & F agent, custodian, warehouseman, transportation and distribution agent, stockist, auctioneer, importer, exporter, or otherwise to deal in all sorts of commodities, vegetables, fruits, edibles and similar goods

The authorized, issued, subscribed and paid-up share capital of the Demerged Company as on 31st March, 2021 is as follows:

Share Capital	Amount in Rs.
Authorized Capital	
1,70,00,000 Equity Shares of Rs.10/- each	17,00,00,000
Total	**17,00,00,000**
Issued, Subscribed and Paid-Up Capital	
1,50,62,403 fully paid-up Equity Shares of Rs.10/- each	15,06,24,030
Total	15,06,24,030

Subsequent to 31.03.2021 there has been no change in the authorized, issued, subscribed or paid-up share capital of the Demerged Company.

The Demerged Company is the Holding Company of the Resulting Company. The Equity shares of Demerged Company are listed and traded on the NSE Emerge (SME Platform of NSE India Limited) bearing Symbol: DRSDILIP. The following is the Shareholding pattern of the Demerged Company as on 31.12.2021.

Sl. No.	Category of shareholder	No. of shareholders	Total no. of shares held	% of Holding
1.	Promoter & Promoter Group	6	10862355	72.12
2.	Public	167	4200048	27.88
	Total	**173**	**15062403**	**100.00**

(ii) **DRS. CARGO MOVERS PRIVATE LIMITED**, (hereinafter referred to as **"DRS. CARGO/ Resulting Company"**) was incorporated under the name and style DRS Labs (India) Private Limited in the state of Telangana,(erstwhile undivided Andhra Pradesh)under the provisions of the Companies Act, 1956 on 12.12.2007 (Twelfth Day of December, Two Thousand and Seven) vide Corporate Identification Number: (CIN) :U24232AP2007PTC056660issued by the Registrar of Companies, Andhra Pradesh.Subsequently, the name of the Company was changed from DRS Labs (India) Private Limited to its present name i.e, "DRS. Cargo Movers Private Limited" by following due procedure laid down under the applicable provisions of the Companies Act, 2013 and a Fresh Certificate of Incorporation consequent on change of name was issued by the Registrar

of Companies, Telangana,Hyderabad on 13thFebruary, 2019 (Thirteenth Day of February, Two Thousand and Nineteen).

The company is engaged in business of providing logistics services including transportation, packing & moving and renting of warehouses.

The Registered office of the Company is situated at 306, 3rd Floor, Kabra Complex, 61, M G Road, Secunderabad--500003.The CIN of the Company is U24232TG2007PTC056660and the PAN of the Company is AADCD0069Q.

The main objects of the Company are as follows:

a) To carry on the business of public carriers, transporters and carriers of goods, passengers, merchandise, commodities, luggage and other products, documents, services to pick up and delivery of documents, parcels, all types of goods and merchandise, door to door/desk to desk service of small, medium, bulk, odd or of any size or type of consignments, whether in India or elsewhere.

b) To establish, organize, manage, run, charter, conduct, contract, develop, handle, own, operate and to do business as transporters in all its branches for transporting goods, passengers, articles or things on all routes and lines, on national and international levels subject to the laws in force through all sorts of road carriers, whether propelled by petrol, diesel, electricity or any other form of power.

c) To carry on the business in India or abroad to take on lease, rent, hire and to construct, build, establish, erect, promote, undertake, acquire, own operate, equip, manage, renovate, recondition, turn to account, maintain and to run warehouses, godowns, stores and other similar establishments, to provide facilities for storage of commodities, goods, articles and things, and for the purpose to act as C & F agent, custodian, warehouseman, transportation and distribution agent, stockist, auctioneer, importer, exporter, or otherwise to deal in all sorts of commodities, vegetables, fruits, edibles and similar goods.

The authorized, issued, subscribed and paid-up share capital of Resulting Company as on 31.03.2021, is as follows:

Share Capital	Amount in Rs.
Authorized Capital	
12,50,000 Equity Shares of Rs.10/- each	1,25,00,000
Total	1,25,00,000
Issued, Subscribed and Paid-Up Capital	
11,84,300Equity Shares of Rs.10/- each	1,18,43,000
Total	1,18,43,000

Subsequent to 31.03.2021 there is no change in the authorized, issued, subscribed or paid-up share capital of the Resulting Company.

The Resulting Company is the wholly owned subsidiary of the Demerged Company. The following is the extract of the Register of Members of the ResultingCompany showing its latest list of the equity shareholders:

List of Equity Share Holders

S. No.	Name of the shareholder	No. of equity shares	% of Holding
1.	**DRSDilipRoadlines Limited** (Demerged Company)	**11,84,299**	99.99
2.	Mr. Anjani Kumar Agarwal (Nominee of DRSDilipRoadlines Limited)	1	0.01
	Total	**11,84,300**	**100.00**

2(A) Shareholding Pattern

DRS Dilip Roadlines Limited (Demerged Company) and DRS. Cargo Movers Private Limited(Resulting Company)

Pre-demerger shareholding pattern of DRS Dilip Roadlines Limited (demerged company) is as under:

The pre demerger shareholding pattern of DRS Dilip Roadlines Limited (Demerged Company) is given below:

Category	No. of shares	% of total paid up capital
Promoter& Promoter Group	1,08,62,355	72.12
Public	4200048	27.88
Total	1,50,62,403	100.00

Category	No. of shares	% of total paid up capital
Promoter & Promoter Group		
1. Anjani Kumar Agarwal	2664450	17.69
2. Dayanand Agarwal	6199907	41.16
3. Sanjay Agarwal	1997950	13.26
4. Shashi Kala Agarwal	16	Negligible
5. Sunita Agarwal	16	Negligible
6. Pinky Agarwal	16	Negligible
Total	10862355	72.12

Post-demerger shareholding pattern of DRS Dilip Roadlines Limited (demerged company) will be as under:

The post demerger shareholding pattern of DRS Dilip Roadlines Limited (Demerged Company) is given below:

Category	No. of shares	% of total paid up capital (post demerger)
Promoter& Promoter Group	1,08,62,355	72.12
Public	42,00,048	27.88
Total	1,50,62,403	100.00

Category	No. of shares	% of total paid up capital (post demerger)
Promoter & Promoter Group		
1. Anjani Kumar Agarwal	2664450	17.69
2. Dayanand Agarwal	6199907	41.16
3. Sanjay Agarwal	1997950	13.26
4. Shashi Kala Agarwal	16	Negligible
5. Sunita Agarwal	16	Negligible
6. Pinky Agarwal	16	Negligible
Total	10862355	72.12

Since there is no issue / allotment of shares pursuant to the present Scheme of Arrangement, there is No Change in Pre & Post Shareholding of DRS Dilip Roadlines Limited (demerged company).

Pre- Demerger shareholding pattern of M/s DRS. Cargo Movers Private Limited (Resulting Company)

The pre demerger shareholding pattern of M/s DRS. Cargo Movers Private Limited is given below:

Category	No. of shares	% of pre-demerger paid up capital
Promoter& Promoter Group	11,84,300	100
Public	0	0
Total	11,84,300	100

Category	No. of shares	% of pre-demerger paid up capital
Promoter & Promoter Group		
1. DRS DILIP ROADLINES	11,84,299	

LIMITED (Holding Company) 2. Anjani Kumar Agarwal (Beneficial interest held by DRS Dilip Roadlines Limited)	1	-
Total	11,84,300	100.00

Post-scheme shareholding pattern of DRS. Cargo Movers Private Limited (Resulting company):

The post demerger shareholding pattern of M/s DRS. Cargo Movers Private Limited is given below:

Category	No. of shares	% paid up capital after demerger
Promoter& Promoter Group	54,31,178	72.12
Public	21,00,024	27.88
Total	75,31,202	100.00

Category	No. of shares	% paid up capital after demerger
Promoter & Promoter Group		
1. Anjani Kumar Agarwal	13,32,225	17.69
2. Dayanand Agarwal	30,99,954	41.16
3. Sanjay Agarwal	9,98,975	13.26.
4. Shashi Kala Agarwal	08	Negligible
5. Sunita Agarwal	08	Negligible
6. Pinky Agarwal	08	Negligible
Total	54,31,178	72.12

In the pre-demerger scenario, the entire share capital of DRS. Cargo Movers Private Limited is being held by its Holding Company, M/s DRS Dilip Roadlines Limited, along with its nominee. Pursuant to this Scheme of Arrangement, the said entire share capital of DRS. Cargo Movers Private Limited which is held by the Holding Company and its nominee shall stand cancelled. Hence, in the post demerger scenario, upon allotment of shares to the shareholders of the Demerged Company, i.e., DRS Dilip Roadlines Limited as contemplated in the Scheme of Arrangement, the shareholding of DRS Dilip Roadlines Limited would stand reduced to zero.Thus, in the post demerger scenario, the shareholding pattern of the resulting Company willcomprise shareholdings in the same proportion as in the demerged Company.

Further, notwithstanding the aforesaid, the Resulting Company shall, in case, its public shareholding falls below the threshold limit of 25% upon listing of its securities, it shall increase the public shareholding to at least 25% of its paid up capital within a period of one year from the date of listing of its securities.

3. RATIONALE FOR THIS SCHEME:

3.1. This Scheme of Demerger and vesting of the Demerged undertaking of the demerged company to the resulting company results in the following:

Demerger:

i. The Demerged Company, presently, has two Divisions / undertakings viz. Transport Division and the Warehouse Division. Each of the businesses of the Demerged Company operates in different business environment and is subject to different profitability, growth opportunities, future prospects and risks.

ii. The nature of risk and competition involved in each of these businesses are distinct and consequently nature of considerations, factors and commercial parameters applicable to the business of Transportation of Goods being different and divergent in nature in comparison to that of Warehousing services business.With an endeavor to enhance shareholders value and insulate both the businesses from the risks of each other, it is proposed to reorganize and segregate, by way of Demerger of Warehouse Division.

iii. The Demerger of Warehouse Divisionfrom the Demerged Company to the Resulting Company will facilitate the Demerged Company to focus on its remaining prime business and transfer of the Warehouse Divisionby way of Demerger to the Resulting Company will enable the Resulting Company to focus on ventures with greater profitability, and results in simplification of the Company's structure and cost efficiency of respective companies and greater revenue inflow would be to the benefit of all the stakeholders of both the Demerged and the Resulting Company.

iv. It is therefore, proposed that the Warehouse Divisionof the Demerged Company be segregated and demerged, pursuant to a Scheme of Arrangement and be transferred to the Resulting Company for achieving independent focus.

3.2. The management of the respective Companies is of the view that this Scheme is in the interest of the customers, employees, lenders, shareholders and all other stakeholders of the respective Companies.The management of the Demerged Company and the Resulting Company proposes to achieve the above objective pursuant to a Scheme of Arrangement under Sections 230 to 232 read with Sections 52 and 66 the Companies Act, 2013.

4. SCOPE OF THE SCHEME:

4.1. This Scheme of Arrangement is presented under sections 230 to 232 read with the Sections 52 and 66 of the Companies Act, 2013and other applicable provisions of the Companies Act, 2013 and it provides for the Demerger of the Warehouse Divisionof the Demerged Company into the Resulting Company. It also provides for Listing of Equity Shares of Resulting Company on NSE Emerge (SME Platform of NSE India Limited). This Scheme of Arrangement also provides for various other matters consequential, supplemental and / or otherwise integrally connected therewith.

The events contemplated under the Scheme are as under:

a) Demerger of the Warehouse Division of the Demerged Company and vesting of the same in the Resulting Company, on a going concern basis.

b) Caneellation of entire equity share capital of the Resulting Company, (i.e., 1184300 shares) held by the Demerged Company and its nomineein the Resulting Company or in other wordscancellation of investments made by Demerged Company in the share capital of Resulting Company as appearing in the books of Demerged Company.Reduction in the Reserves & Surplus of the Demerged Company and increase in the authorized share capital of the Resulting Company as a part of the Demerger of Demerged Undertaking and vesting of the same in the Resulting Company.

c) Consequent issue of 75,31,201 Equity Shares of Rs. 10/- each by the Resulting Company to the shareholders of Demerged Company as a consideration pursuant to the provisions of sections 230 to 232 and other relevant provisions of the Companies Act, 2013.All the shareholders of the Demerged Company as on the Record Date shall become the shareholders of the Resulting Company by virtue of the Demerger.

d) The Equity Shares to be issued by the Resulting Company to the shareholders of the Demerged Company shall be listed on NSE Emerge (SME Platform of NSE India Limited) in accordance with Listing Regulations and other regulations as prescribed by SEBI, NSE or any other regulatory or statutory authority.

Further, as an integral part of this Scheme, the Resulting Company shall be converted into a Public Limited Company and the Authorised Capital of the Resulting Company shall be increased without any further approvals from the Board or shareholders.

Further, the Scheme shall be in compliance with the applicable SEBI (ICDR) Regulations including Listing Regulations, SCRR and the Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23,2021 any subsequent amendments thereof ("SEBI Circulars").

5. <u>OVERVIEW OF THIS SCHEME</u>:

The Scheme is divided into the following parts:

PART A: Deals with the Definitions and Compliance with Tax Laws.

PART B: Deals with the Demerger of the Warehouse Divisionof Demerged Company into the Resulting Company.

PART C: Deals with General Terms and Conditions.

PART A

DEFINITIONS AND COMPLIANCE WITH TAX LAWS

6. DEFINITIONS:

6.1. **"Act"** means, as the context may admit, the Companies Act, 2013 (as may be notified from time to time) and the rules made thereunder, and shall include any statutory modifications, re-enactmentsor amendments thereof for the time being in force.

6.2. **"Applicable Law(s)"** means all statute, notifications, bye-laws, rules, regulations, guidelines, circulars or common law, policy, code, directives, ordinance, schemes, notices, orders or instructions enacted or issued or sanctioned by any Appropriate Authority including any modification or re-enactment thereof for the time being in force.

6.3. **"Appointed Date"** means 01.04.2022 (First Day of April, Two Thousand And Twenty Two) or such other date as may be approved by the Hon'ble National Company Law Tribunalor such other competent authority having jurisdiction to sanction the Scheme. The Appointed Date shall be the Effective Date and the Scheme shall be deemed to be effective from the Appointed Date.

6.4. **"Appropriate Authority"** means any applicable central, state or local government, legislative body, regulatory, administrative or statutory authority, agency or commission or department or public or judicial body or authority, including but not limited to Registrar of Companies, Official Liquidator, Regional Director, National Company Law Tribunal etc.

6.5. **"Board of Directors" or "Board"** means and includes the respective Board of Directors of Resulting Company, or as the case may be, the Board of Directors of Demerged Company or any committee constituted by such Board of Directors for the purposes of theScheme.

6.6. **"Demerger"** means the transfer and vesting of the Demerged Undertaking of the Demerged Company into the Resulting Company pursuant to this Scheme,consequent issue of 75,31,201Equity Shares of Rs.10/- each by the Resulting Company to the shareholders of the Demerged Company.

6.7. **"Demerged Company" or "DRSDILIP"** means DRS Dilip Roadlines Limited, a Company incorporated under the provisions of the Companies Act, 1956, bearing CIN: L60231TG2009PLC064326and having its Registered Office situated at 306, 3rd Floor, Kabra Complex, 61, M G Road, Secunderabad -500003

6.8. **"Demerged Undertaking"** or **"Warehouse Division"** means the entire business activities, operations, business division and undertaking pertaining to the **Warehouse Business**of the Demerged Company and comprising all the assets (movable and immovable) and liabilities, which relate thereto or are necessary thereto and including specifically the following:

a) All assets and properties of, or required for the Warehouse Divisionwherever situated, whether movable or immovable, freehold or leasehold, tangible or intangible, including without limitations freehold land and buildings, whether encumbered or not, and leasehold land and buildings, if any, more particularly described in Schedule I, all funds, cash and bank balances, investments, stocks, inventories, work in progress, trade receivables, plant and machinery, estates, buildings, offices, warehouses, stock yards, machinery, capital work in progress, furniture, fixtures, office equipment, vehicles, power lines, water pipelines and depots.

b) All agreements, contracts, engagements, permits, quotas, rights, registrations, entitlements, industrial and commercial leases, leasehold rights, tenancy rights, sub-leases, licenses, bids, actionable claims, deposits with various government and other parties/entities/departments, various payments made to the concerned departments, authorities or other persons under protest, all assignments and grants thereof, municipal permissions, approvals, consents, goodwill, trademarks, trade names, brands, trade secrets, bank accounts, receivables, privileges, powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones,

emails, telexes, facsimile, electric service connections, benefits of all agreements, contracts and arrangements and all other interests in connection with or relating to the Warehouse Divisionof the Demerged Company.

c) All deposits or benefits of any deposits, balances, earnest moneys and/or security deposits paid or received by the Demerged Company directly or indirectly in connection with or relating to the Warehouse Divisionof the Demerged Company.

d) All books, records, files, papers, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information, and other records, whether in physical form or electronic form in connection with or relating to the Warehouse Divisionof the Demerged Company; and

e) All the reserves, debts, duties, obligations, secured loans, unsecured loans, trade payables, current liabilities and all other liabilities (including contingent and prospective liabilities) relatable to the Warehouse Divisionof the Demerged Company.

EXPLANATION:

(i) For the purpose of this Scheme, it is clarified that the liabilities pertaining to the Warehouse Divisionof the Demerged Company are:

a) The liabilities which accrue or arise out of the activities or operations of the Warehouse Divisionof the Demerged Company.

b) Specific loans and borrowings arisen, incurred and utilized solely for the activities or operations of the Warehouse Division of the Demerged Company.

c) Liabilities other than those referred to in sub-clauses (a) and (b) above, if any, being the amounts of general or multipurpose borrowings of the Demerged Company, allocated to the Warehouse Divisionin the same proportion in which the value of the assets transferred under this Scheme bear to the total value of the assets of the Demerged Company as at the end of business on the date immediately preceding the Appointed Date.

(ii) Any question that may arise as to whether a specified asset or liability pertains or does not pertain to the Warehouse Divisionof the Demerged Company or whether it arises out of the activities or operations of the Warehouse Divisionof the Demerged Company shall be decided by mutual agreement between the Boards of Directors of the Demerged Company and the Resulting Company.

6.9. **"IT Act"** means the Indian Income-tax Act, 1961 and the rules, regulations, circulars, notifications and orders issued thereunder including any statutory modifications, re-enactments or amendmentsthereof for the time being in force.

6.10. "**Listing Regulations**" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other SEBI Regulations as applicable to the Scheme.

6.11. **"National Company Law Tribunal / Tribunal"** means the Hon'ble National Company Law Tribunal ("NCLT") as constituted and authorized as per the provisions of the Act for approving any scheme of arrangement, compromise or reconstruction of companies under Sections 230 to232 of the Companies Act, 2013.

6.12. **"NSE"** means the National Stock Exchange of India Limited.

6.13. **"Record Date"** means the date to be fixed by the Board of Directors of Demerged Company in consultation with the Board of Directors of Resulting Company for the purpose of determining the names of shareholders of Demerged Company who shall be entitled to receive shares of the Resulting Company upon the approval of the Scheme by the Tribunal.

6.14. **"Registrar of Companies"** means the Registrar of Companies at Hyderabad for the State of Telangana.

6.15. **"Remaining Undertaking"** means all the businesses, undertakings, assets, investments, activities, operations and Undertakings of the Demerged Company other than those comprised in the Demerged Undertaking.

6.16. **"Resulting Company"** means DRS. Cargo Movers Private Limited, a company incorporated under the provisions of the Companies Act, 1956, bearing CIN: U24232TG2007PTC056660and having its registered office situated at 306, 3rd Floor, Kabra Complex, 61, M G Road, Secunderabad - 500003.

6.17. **"Schedule or Schedules"** means Schedule I attached to and forming part of this Scheme.

6.18. **"Scheme" or "the Scheme" or "this Scheme"** means this Scheme of Arrangement in its present form or with any modification(s) as approved or imposed or directed by the Tribunal.

6.19. **SCRR** means Securities Contracts (Regulations) Rules, 1957 as applicable and amended from time to time.

6.20. **"SEBI"** means the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992;

6.21. **"SEBI Circulars"** means (i) Circular No. CFD/DIL3/CIR/2017/21 dated March 10 2017, (ii) Circular No. CFD/DIL3/CIR/2017/26 dated March 23, 2017, (iii) SEBI Circular No. CFD/DIL3/CIR/2017/105 dated September 21, 2017, (iv) SEBI Circular No. CFD/DIL3/CIR/2018/2 dated January 03, 2018, (v) SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2019/192 dated September 12, 2019 (vi) SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/215 dated November 03, 2020 and Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021issued by SEBI or any other circulars issued by SEBI applicable to schemes of arrangement from time to time;

6.22. "**SEBI (ICDR) Regulations**" or SEBI (ICDR) means Securities And Exchange Board Of India (Issue Of Capital And Disclosure Requirements) Regulations, 2018 and as amended from time to time.

6.23. "**Shareholders**" means respectively the persons registered as holders of equity shares of the companies concerned.

6.24. **"Shares"** means equity shares of Rs. 10/□ each of the respective Companies unless otherwise specified in the context thereof.

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as ascribed to them under the Act and other applicable laws, rules and regulations, as the case may be, including any statutory modification or re-enactment thereof from time to time.

7. COMPLIANCE WITH TAX LAWS

7.1. This Scheme, so far as it relates to the Demerger of the Demerged Undertaking of the Demerged Company into the Resulting Company pursuant to this Scheme, has been drawn under Section 230-232 of the Act, read with Section 66 thereof, to comply with the conditions relating to "Demerger" as specified under the tax laws, including Section 2(19AA) of the Income Tax Act, 1961, which include the following:

i. all the property of the demerged undertaking, being transferred by Demerged Company, immediately before the Demerger, shall become the property of the Resulting Company, by virtue of demerger;

ii. all the liabilities relatable to the Demerged Undertaking, being transferred by Demerged Company, immediately before the Demerger, shall become the liabilities of the Resulting Company, by virtue of demerger;

iii. the property and the liabilities of the Demerged Undertaking, being transferred by Demerged Company, shall be transferred to the Resulting Company at values appearing in the books of accounts of the Demerged Company immediately before the Demerger;

iv. the Resulting Company shall issue, in consideration of the demerger, its shares to the shareholders of the Demerged Company (upon giving effect to the Scheme) on a proportionate basis, except where the Resulting Company itself is a shareholder of the Demerged Company, if applicable;

v. the shareholders holding shares in the Demerged Company shall become the shareholders of the Resulting Company by virtue of the Demerger.

vi. the transfer of the Demerged undertaking to the Resulting Company shall be on a going concern basis.

vii. comply with other relevant sections (including Sections 47 and 72A) of the Income Tax Act, 1961 as applicable.

PART-B

DEMERGER OF THE WAREHOUSE DIVISION OF DEMERGED COMPANY INTO RESULTING COMPANY

8. DEMERGER AND VESTING:

8.1. Upon sanction of this Scheme by the Tribunal, the Demerged Undertaking, i.e, the Warehouse Division of the Demerged Company, as defined in the Scheme shall, subject to the provisions of this Clause in relation to the mode of vesting and pursuant to the provisions of Sections 230 to 232 of the Act and all other applicable provisions, if any, of the Act and other applicable provisions of law for the time being in force and pursuant to the orders of the Tribunal and any other appropriate authority sanctioning the Scheme and without any further act, instrument or deed, be transferred to and vested in and/or deemed to be transferred to and vested in the Resulting company, as a going concern, in the following manner.

8.2. The whole of the undertaking and properties, whether moveable or immoveable, as aforesaid, of the Warehouse Divisionshall, without any further act, instrument or deed, be transferred to and be vested in and / or be deemed to be transferred to and be vested in the Resulting company at their book values as appearing in the books of the Demerged Company, as at the close of the business on the day immediately preceding the Appointed Date, so as to vest in Resulting company all the rights, title and interest of Demerged Company therein.

8.3. All investments in the Warehouse Divisionof the Demerged Company after the Appointed Date and prior to scheme being sanctioned by the Tribunal for the purpose of its business shall also be transferred to and vested in and/or be deemed to be transferred to and vested in the Resulting company upon the coming into effect of this Scheme.

8.4. All debts, liabilities, duties and obligations of every kind, nature and description of the Demerged Company relating to the Warehouse Division shall without any further act or deed, be transferred to and/or deemed to be transferred to the Resulting company so as to become as from the Appointed Date, the debts, liabilities, duties and obligations of the Resulting company and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this sub-clause.

8.5. The transfer and vesting of the Warehouse Divisionas aforesaid shall be subject to the existing securities, charges and mortgages, if any over or in respect of any of the properties and assets or any part thereof of the Warehouse Division.

8.6. Where any of the liabilities and obligations of the Warehouse Divisionof the Demerged Company as on the Appointed Date, deemed to be transferred to the Resulting company have been discharged by the Demerged Company after the Appointed Date and prior to the scheme being sanctioned by the Tribunal, such discharge shall be deemed to have been for and on account of the Resulting company and all loans raised and used and all liabilities and obligations incurred by the Demerged Company for the operation of the Warehouse Divisionafter the Appointed Date and prior to the scheme being sanctioned by the Tribunal shall be deemed to have been raised, used or incurred for and on behalf of the Resulting company and to the extent they are outstanding on the date of sanction of the Scheme by the Tribunal, shall also without any further act or deed, stand transferred to the Resulting company and shall become its liabilities and obligations.

9. **CONSIDERATION:**

In consideration of the transfer and vesting of the Warehouse Divisionin accordance with this Scheme and as an integral part of this Scheme, the share capital of the Resulting Company shall be increased in the manner set out in this clause.

9.1. Upon the sanction of this Scheme by the Tribunal and in consideration of transfer and vesting of the Demerged Undertaking of the Demerged Company into the Resulting Company in terms of provisions of the Scheme, the Resulting Company shall, without any further application or deed, issue and allot Equity Share(s) to the members of the Demerged Company whose names appear in the Register of members as on Record Date, in the following ratio:

1(one) Equity Share of face value of Rs.10/- (Rupees Ten only) each fully paid up of the Resulting Company shall be issued and allotted by the Resulting Company for every 2(two) fully paid-up equity shares of the face value of Rs.10/- (Rupees Ten only) each held in the Demerged Company.

Fractional entitlements, if any

In the event the aforesaid allotment of equity shares results in fractional entitlements, the Board of Directors of the Resulting Company shall consolidate all such fractional entitlements and thereupon issue and allot whole equity shares in lieu thereof to the Company Secretary of the Resulting Company (or such other person as the Board of Directors of the Resulting Company shall appoint in this behalf), who shall hold such equity shares, in trust on behalf of the shareholders entitled to fractional entitlements, with the express understanding that such Company Secretary (or such other person as the Board of Directors of the Resulting Company appoints in this behalf) shall sell the samewithin a period of 90 days from the date of allotment of shares, at such price or the prices and to such person or persons as deemed fit and the net sale proceeds thereof (i.e. after deduction therefrom of expenses incurred in connection with the sale) shall be paid to the Resulting Company whereupon the Resulting Company shall distribute such net sale proceeds to the shareholders in proportion to their respective fractional entitlements. The Board of Directors of the Resulting Company, if it deems necessary, in the interests of allottees, approve such other method in this regard as it may, in its absolute discretion, deem fit.

The company shall submit to the Stock Exchange a report from its Audit Committee and the Independent Directors certifying that the Company has compensated the eligible shareholders, within 7 days of compensating the shareholders.

Simultaneous with the issuance and allotment of the equity shares by the Resulting Company in accordance with this Clause, entire existing issued, subscribed and paid-up share capital of the Resulting Company held (beneficially owned) by the Demerged Company, comprising of 11,84,300 equity shares of Rs. 10/- each, aggregating to Rs. 1,18,43,000 shall be cancelled. The share certificates held by DRS DilipRoadlines Limited (the Demerged Company) and its nominee representing the equity shares in the Resulting Company shall be deemed to be cancelled and non-est and not tradable from and after such cancellation.

The investments in the shares of the Resulting Company, appearing in the books of account of the Demerged Company shall without any further act or deed, stand cancelled.

9.2 Subject to the applicable laws, the equity shares of the Resulting Company to be issued and allotted in terms of this Scheme shall be issued and allotted / credited in dematerialized form.

9.3 In respect of the shareholding of the Eligible Shareholders of the Demerged Company, the Equity Shares in the Resulting Company shall, subject to applicable regulations, be issued to them in the dematerialized form pursuant to Clause 9.1 above with such shares being credited to the existing depository accounts of the Shareholders of the Demerged Company entitled thereto, as per records maintained by the National Securities Depository Limited and / or Central Depository Services (India) Limited on the Record Date.

9.5. The Board of Directors of the Resulting Company and the Board of Directors of the Demerged Company, in view of the fact that the Resulting Company is a Wholly Owned Subsidiary of the Demerged Company, based on their independent judgment and evaluation have come to the conclusion that the Share Exchange Ratio is fair and reasonable and have approved the same at their respective meeting held on 08.03.2022. In view of para 4 of Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 issued by SEBI, Valuation Report from a Registered Valuer is not applicable in the instant case since the resulting Company, into which the demerged undertaking is proposed to be demerged is the Wholly owned subsidiary of the demerged Company and there would be no change in the shareholding pattern of the listed entity (the Demerged Company) or the Resulting Company, as contemplated at para 4 of the said Master Circular.

9.6. The Equity shares to be issued in terms of this clause shall be subject to the provisions of the Memorandum and Articles of Association of the Resulting Company. The Equity shares shall rank pari-passu in all respects, including dividend, if any

9.7 Consequent upon the scheme coming into effect the existing authorized share capital of the Resulting Company of Rs. 1,25,00,000 divided into 12,50,000 equity shares of Rs. 10/- each shall stand increased to Rs. 11,25,00,000 divided into 1,12,50,000 equity shares of Rs. 10/- each".

The following clause in the Memorandum and Articles of Association of the Resulting Company shall stand amended to read as under:

Clause V in the Memorandum of Association:

"The Authorized Share Capital of the Company is Rs. 11,25,00,000 divided into 1,12,50,000 equity shares of Rs. 10/- each. The Company shall have power from time to time to increase, reduce or alter its Share capital and issue any shares in original or new capital as equity or preference shares"

For the purpose as aforesaid the Resulting Company shall, and to the extent required, increase its Authorised Capital after this Scheme has been sanctioned by the NCLT but before the issue and allotment of shares. It shall also, if and to the extent required, apply for and obtain the requisite approvals including that of SEBI, Reserve Bank of India and other appropriate authorities concerned for issue and allotment by the Resulting Company to the members of the Demerged Company of the Equity shares in the share capital of the Resulting Company in the ratio as aforesaid.

9.8 The equity shares to be issued and allotted by the Resulting Company pursuant to this scheme of arrangement, will be listed and/or admitted to trading on the stock exchange where the Demerged Company's shares are already listed and traded subject to necessary approvals to be obtained from Regulatory authorities and all necessary applications and compliances will be made in this respect by Resulting Company. Presently the equity shares of the Demerged Company are listed and traded on the SME segment of NSE (NSE Emerge).

9.9 The members of the Resulting Company, on approval of the Scheme, shall be deemed to have given their approval under section 62 and other applicable provisions of the Companies Act, 2013, for issue of fresh shares to the members of the Demerged Company and the Resulting Company will not be required to pass any further resolution for issue and allotment of shares to the Shareholders of the Demerged Company.

9.10 The equity shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the NSE.

9.11 There shall be no change in the shareholding pattern or control in DRS. Cargo Movers Private Limited between the record date and the listing which may affect the status of this approval

10. CONVERSION AND CHANGE OF NAME:

10.1. Consequent to the Demerger and upon the Scheme becoming effective, the Resulting Company shall, without any further act, deed or thing be converted from a private limited company to a limited company and consequently, the name of the Resulting Company shall be changed from DRS.CargoMoversPrivate Limited to"DRS Cargo Movers Limited". ClauseI of the Memorandum of Association shall stand altered accordingly and substituted by the following Clause:

"The Name of the Company is DRS Cargo Movers Limited."

Further, the name of the Company, wherever appearing in the Memorandum of Association or the Articles of Association and on all the letter heads, vouchers and other books of Account of the Company shall also be substituted by **DRS Cargo Movers Limited.**

10.2. The conversion of the Resulting Company into a limited company under Section 14 of the Companies Act, 2013 and the resultant change in its name shall be done as an integral part of the Scheme and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting the conversion and the resultant change in the name of the Resulting Company and no further resolution(s) under Section 13 or 14 or any other applicable provisions of the Act would be required to be separately passed. The Resulting Company shall file the requisite forms and take necessary steps to give effect to such change of name.

11. ACCOUNTING TREATMENT:

11.1.Accounting treatment in the books of the Demerged Company:

a) All the assets and the liabilities of the Demerged Company relating to the Demerged Undertaking being transferred to the Resulting Company shall be at values appearing in the books of account of the Demerged Company on the appointed date.

b) The investment made in the Share Capital of the Resulting Company held by the Demerged Company shall stand cancelled. .Thesaid investments along with the value of assets over the value of liabilities relating to the Demerged Undertaking transferred pursuant to the Scheme shall be appropriated / reduced against amount standing to the credit of "Reserves and Surplus"of the Demerged Company.

c) The reduction, as specified in this clause shall be effected as an integral part of the Scheme in accordance with the provisions of Sections 52 and 66 of the Act and the order of the Tribunal sanctioning the Scheme shall be deemed to be also the order under Section 66 of the Companies Act, 2013 for the purpose of confirming the reduction. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital.

11.2. Accounting treatment in the books of the Resulting Company:

a) Upon sanction of this Scheme by the Tribunal, the Resulting Company shall record the assets and liabilities comprised in the Demerged Undertaking transferred to and vested in it pursuant to this Scheme, at the same value as appearing in the books of the Demerged Company as on the appointed date.

b) The difference, if any, in the value of the assets over the value of the liabilities pertaining to the Demerged Undertaking of the Demerged Company being vested in the Resulting Company pursuant to this Scheme and recorded in the books of account of the Resulting Company shall be recorded as Capital Reserves / Goodwill in the Balance Sheet of the Resulting Company.

c) The existing shareholding of the Demerged Company in the Resulting Company shall be cancelled as an integral part of this Scheme in accordance with provisions of Section52 and 66 of the Act and the order of the Hon'bleTribunal sanctioning the Scheme shall be deemed to be also the order under Section 66 of the Act for the purpose of confirming the reduction. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital. Subsequently, the face value of the shares held by the Demerged Company in the Resulting Company shall be credited to the capital redemption reserve account of the Resulting Company.

d) The Resulting Company shall abide by the accounting treatment as laid down inthe Accounting Standard 14 issued by the Institute of Chartered Accountants of India, subject to provisions of this Scheme.

e) In case of any differences in accounting policy between the Demerged Company and Resulting Company, the accounting policies followed by Resulting Company will prevail and the difference till the Appointed Date will be quantified and adjusted against Profit and Loss Account, to ensure that the financial statements of Resulting Company reflect the financial position on the basis of consistent accounting policy.

f) Notwithstanding the above, the Resulting Company in consultation with its Auditors, is authorized to account for any of these balances in any manner, whatsoever if considered appropriate.

12. LEGAL PROCEEDINGS:

a. On and from the Appointed Date, all suits, claims, actions and legal proceedings instituted and / or arising and / or pending by or against the Demerged Company in relation to the Demerged Undertaking shall be continued and / or enforced until the Date of sanction of the Scheme by the Tribunal as desired by the Resulting Company and on and from the Date of sanction of the Scheme by the Tribunal, shall be continued and / or enforced by or against the Resulting Company as effectually and in the same manner and to the same extent as if the same had been originally instituted and / or had arisen and / or were pending by or against the Resulting Company.

b. On and from the Appointed Date, if any proceedings are taken against the Demerged Company in relation to the Demerged Undertaking, the Demerged Company shall till the date of sanction of the Scheme by the Tribunaldefend the same at the cost of the Resulting Company, and the Resulting Company shall reimburse and indemnify the Demerged Company against all liabilities and obligations incurred by the Demerged Company in respect thereof.

c. The Resulting Company undertakes to have all legal or other proceedings initiated by or against the Demerged Company transferred to its name on and after the Date of sanction of the Scheme by the Tribunal and to have the same continued, prosecuted and enforced by or against the Resulting Company as the case may be, to the exclusion of the Demerged Company.

d. Notwithstanding the above, in case the proceedings referred to in this clause cannot be transferred for any reason, or the transfer takes time, till such transfer the Demerged Company shall defend the same in accordance with the advice of the Resulting Company and at the cost of the Resulting Company, and the Resulting Company shall reimburse, indemnify and hold harmless the Demerged Company against all liabilities and obligations incurred by the Demerged Company in respect thereof.

13. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS:

13.1 All contracts, deeds, bonds, agreements, arrangements and other instruments, all permits, right entitlements, licenses including those relating to tenancies, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Demerged Undertaking of the Demerged Company, or to the benefit of which, the Demerged Undertaking may be eligible and which are subsisting or having effect immediately before the sanction of the Scheme by the Tribunal, shall be in full force and effect, against or in favour of the Resulting Company and may be enforced as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a party or beneficiary thereto.

13.2 All cheques and other negotiable instruments, payment orders received in the name of the Demerged Company but pertaining to the Demerged Undertaking after the sanction of the Scheme by the Tribunal shall be accepted by the Bankers of the Resulting Company and credited to the account of the Resulting Company, if presented by the Resulting Company.

13.3 Any and all registrations (including Service Tax, Excise, VAT, CST, GST, Customs etc.), goodwill, licenses, trademarks, service marks, copyrights, patents, technologies, inventions, domain names,

brand names, pending applications for patents, copyrights, trade names and trademarks, pertaining to the Demerged Undertaking shall stand transferred to and vested in the Resulting Company.

13.4 The Demerged Company and / or the Resulting Company, as the case may be, shall, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, execute deeds of confirmation or other writings or arrangements with any party to any contract or arrangement in relation to the Demerged Undertaking to which the Demerged Company has been a party, in order to give formal effect to the above provisions. The Resulting Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Demerged Company and to carry out or perform all such formalities or compliances referred to above on the part of the Demerged Company.

14. TAXES:

14.1 All taxes payable (including income tax, sales tax, excise duty, customs duty, service tax, VAT, GST etc.) relating to the Demerged Undertaking, or all or any refunds or claims relating to the Demerged Undertaking shall be treated as the tax liability or refunds / claims, as the case may be, of the Resulting Company as per their respective Undertaking.

14.2 Insofar as the tax payments (including without limitation to income tax, sales tax, excise duty, customs duty, service tax, VAT, GST etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the Demerged Company in respect of the profits or activities or operations of its business relating to the Demerged Undertaking after the start of business on the Appointed Date are concerned, the same shall be deemed to be the corresponding item paid or payable by the Resulting Company and shall, in all proceedings, be dealt with accordingly.

14.3 Upon sanction of this Scheme by the Tribunal, the Demerged Company and the Resulting Company may revise their respective returns pertaining to income tax, GST, service tax, sales tax, VAT, excise duty and other tax returns and claim refunds and / or credits, as applicable, pursuant to the provisions of this Scheme.

15. EMPLOYEES, WORKMEN, STAFF etc:

With effect from the Appointed Date and upon the sanction of the Scheme by the Tribunal, all staff, workmen and employees of the Demerged Company in service and involved in relation to the Demerged Undertaking of the Demerged Company as on the Date of sanction of the Scheme by the Tribunal shall be deemed to have become staff, workmen and employees of the Resulting Company with effect from the Date of sanction of the Scheme by the Tribunal without any break in their service and the terms and conditions of their employment with the Resulting Company shall not be less favorable than those applicable to them with reference to the Demerged Company on the Date of sanction of the Scheme by the Tribunal and such of those labour legislations in so far as they are applicable to the Demerged Company in relation to their workmen and employees shall be applicable to the Resulting Company.

16. CONDUCT OF BUSINESS:

16.1 With effect from the Appointed Date and up to the sanction of the Scheme by the Tribunal, the Demerged Company shall carry on the business pertaining to the Demerged Undertaking with reasonable diligence and in the same manner as it had been doing hitherto, and the Demerged Company shall not alter or substantially expand the business pertaining to the Demerged Undertaking except with the prior written concurrence of the Board of Directors of the Resulting Company.

16.2 With effect from the date of sanction of the Scheme by the Tribunal, the Resulting Company shall carry on and shall be authorized to carry on the business pertaining to the Demerged Undertaking.

16.3 The Resulting Company shall be entitled, pending the sanction of the Scheme, to apply to the Central Government and all other agencies, departments and authorities concerned as are necessary under any law for such consents, approvals and sanctions which the Resulting Company may require to own and carry on the business pertaining to the Demerged Undertaking of the Demerged Company.

16.4 As and from the date of acceptance of this Scheme by the Board of Directors of the Demerged Company and the Resulting Company and till the date of the sanction of the Scheme by the Tribunal, the Demerged Company shall not alienate, charge, mortgage, encumber or otherwise deal with the assets of the Demerged Undertaking or any part thereof without the prior written concurrence of the Board of Directors of Resulting Company.

17. BUSINESS FOR THE RESULTING COMPANY:

17.1 With effect from the Appointed Date and up to the date of sanction of the Scheme by the Tribunal:

a) The Demerged Company shall carry on and be deemed to have carried on the business and activities pertaining to the Demerged Undertaking and shall stand possessed of the Demerged Undertaking, in trust for the Resulting Company and shall account for the same to the Resulting Company.

b) Any income or profit accruing or arising to the Demerged Company pertaining to the Demerged Undertaking and all costs, charges, expenses and losses or taxes incurred by the Demerged Company pertaining to the Demerged Undertaking, shall for all purposes be treated as the income, profits, costs, charges, expenses and losses or taxes, as the case may be, of the Resulting Company and shall be available to the Resulting Company for being disposed off in any manner as it thinks fit.

17.2 All liabilities, debts, duties and obligations of the Demerged Company pertaining to the Demerged Undertaking which arise or accrue on or after the Appointed Date shall be deemed to be the debts, liabilities, duties and obligations of the Resulting Company.

18. IMPACT OF THE SCHEME ON CREDITORS:

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This Scheme, if sanctioned by the Tribunal, shall not have any adverse impact on the creditors whether secured or unsecured, of the Demerged Company or of the Resulting Company.

19. SAVING OF CONCLUDED TRANSACTIONS:

The transfer and vesting of the assets, liabilities and obligations pertaining to the Demerged Undertaking of the Demerged Company shall not affect any transactions or proceedings already completed by the Demerged Company on or before the Appointed Date and till the Date of sanction of the Scheme by the tribunal and intent that, the Resulting Company accepts all acts, deeds and things done and executed by and / or on behalf of the Demerged Company in relation to the Demerged Undertaking which shall vest in the Resulting Company in terms of this Scheme of Demerger as acts, deeds and things made, done and executed by and on behalf of the Resulting Company.

20. REMAINING BUSINESS OF THE DEMERGED COMPANY:

20.1 The Demerged Company shall continue to carry on the Remaining Business. All the assets, liabilities and obligations pertaining to the Remaining Business arising prior to, on or after the Appointed Date including liabilities other than those transferred to the Resulting Company under Clause 21 of this Scheme shall continue to belong to, be vested in and be managed by the Demerged Company and subject to encumbrances in favor of banks and other lenders, if any. All legal, taxation or other proceedings (including before any statutory or quasi-judicial authority or tribunal) by or against the Demerged Company under any statute, whether pending on the Appointed Date or which may be instituted at any time thereafter, and in each case relating to the Remaining Business shall be continued and enforced by or against the Demerged Company after the Date of sanction of this Scheme by the Tribunal. The Resulting Company shall in no event be responsible or liable in relation to any such legal, taxation or other proceedings against the Demerged Company, which relates to the Remaining Business.

20.2 If proceedings are taken against the Resulting Company in respect of the matters referred to in Clause 20.1 above, it shall defend the same in accordance with the advice of the Demerged Company and at the cost of the Demerged Company, and the latter shall reimburse and indemnify the Resulting Company against all liabilities and obligations incurred by the Resulting Company in respect thereof.

20.3 With effect from the Appointed Date and up to the date of sanction of the Scheme by the Tribunal:

a) the Demerged Company shall carry on and be deemed to have been carrying on all business and activities relating to the Remaining Business for and on its own behalf;

b) all profits accruing to the Demerged Company thereon or losses arising or incurred by it (including the effect of taxes, if any, thereon) relating to the Remaining Business shall, for all purposes, be treated as the profits or losses, as the case may be, of the Demerged Company;

c) all assets and properties acquired by the Demerged Company in relation to the Remaining Business on and after the Appointed Date shall belong to and continue to remain vested in the Demerged Company; and

d) all assets acquired and all liabilities incurred by the Demerged Company after the Appointed Date but prior to the date of sanction of the Scheme by the Tribunal for operation of and in relation to the Warehouse Division shall also without any further act, instrument or deed stand transferred to and vested in or to be deemed to have been transferred to or vested in the Resulting Company upon the coming into effect of the Scheme, subject to the provisions of this Scheme in relation to encumbrances in favour of lenders, or banks, as the case may be.

PART- C

GENERAL TERMS & CONDITIONS

21. LISTING REGULATIONS AND SEBI COMPLIANCES

21.1 On approval of the Scheme by the NCLT, the Resulting Company shall apply for listing and trading permissions of its Equity Shares on the SME segment of NSE (NSE Emerge) and comply with the SEBI (ICDR) Regulations including the Listing Regulations and SCRR in this regard.

21.2 The Demerged Company, being a Listed Company shall continue to comply with all the requirements under the Listing Agreement/Regulations and all statutory directives of SEBI in so far as they relate to sanction and implementation of this Scheme.

21.3 The Demerged Company in compliance with Listing Agreement/Regulations shall apply for approval of NSE where the shares are listed, before approaching the NCLT for sanction of this Scheme.

21.4 New equity shares allotted to the Shareholders of the Demerged Company by the Resulting Company pursuant to the Scheme shall remain frozen in the depositories system until listing /trading permission is granted by the NSE, i.e., between the date of allotment of Equity shares of the Resulting Company to the shareholders of Demerged Company and the date of Listing / Trading permission of Equity shares of the Resulting Company by the NSE.

21.5 The Demerged Company shall also comply with the Directives of SEBI contained in Circular No. CFD/DIL3/CIR/2017/21, dated March 10, 2017 and Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665, dated November 23,2021.

21.6 In terms of Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665, dated November 23,2021, the Resulting Company undertakes that in case, its public shareholding falls below the threshold limit of 25% upon listing of its securities, it shall increase the public shareholding to at least 25% of its paid up capital within a period of one year from the date of listing of its securities. Further, it shall comply with the conditions/ provisions as regards lock-in of share capital as prescribed in the aforesaid Master Circular.

22. APPLICATION TO THE NCLT

22.1 The Demerged Company and the Resulting Company shall, with all reasonable dispatch, make and file applications/petitions jointly to the NCLT, under Sections 230 to 232 of the 2013 Act and other applicable provisions of the 2013 Act, seeking orders for dispensing with or convening, holding and conducting of the meetings of the classes of their respective members and / or creditors and for sanctioning this Scheme, with such modifications as may be approved by the NCLT.

22.2 Upon this Scheme being approved by the requisite majority of the respective members and creditors of the Demerged Company and the Resulting Company, (as may be directed by the NCLT in the manner specified under clause 22.1) the said Companies shall, with all reasonable dispatch, apply to the NCLT, for sanction of this Scheme under Sections 230 to 232 of the 2013 Act and other applicable provisions of the 2013 Act, and for such other order or orders, as the said NCLT may deem fit for carrying this Scheme into effect.

22.3 Upon approval of this Scheme by the Tribunal, the shareholders of the Demerged Company and the Resulting Company shall be deemed to have also accorded their approval under all relevant provisions of the 2013 Act for giving effect to the provisions contained in this Scheme.

23. MODIFICATION OR AMENDMENTS TO THE SCHEME:

23.1 The ResultingCompany and the Demerged Companyrepresented by its respective Board of Directors, or any person(s) or committee authorized/ appointed by them, in their full and absolute discretion, may assent to any modification or amendment to the Scheme or to any conditions or limitations that the Hon'ble Tribunal, shareholders of the respective Companies and/ or any other competent authority may deem fit to approve/ impose and effect any other modification or amendment which the Boards in the best interests of their respective Companies may consider necessary or desirable and to do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect. In the event that any modification or amendment to the Scheme is unacceptable to any of the Companies for any reason whatsoever, the concerned company shall be at liberty to withdraw from the Scheme at any time.

23.2 The Demerged Company and the Resulting Company either individually or together, shall be at liberty to withdraw from this Scheme, either on its own or in in case of any condition or alteration imposed by the NCLT or any other authority or any bank or financial institution is unacceptable to them or otherwise if so mutually agreed.

23.3 TheDemerged Company and the Resulting Company by their respective Board of Directors shall be authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or order of any other authority or otherwise however arising out of or under or by virtue of the Scheme and / or any matter concerned or connected therewith.

23.4 If any part or provision of this Scheme hereof is invalid, ruled illegal by any Courts of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Parties that such part or provision, as the case may be, shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such part or provision, as the case may be, shall cause this Scheme to become materially adverse to any Party, in which case the Parties shall attempt to bring about a modification in the Scheme, as will best preserve for the Parties the benefits and obligations of the Scheme, including but not limited to such part or provision.

24. CONDITIONALITY OF THE SCHEME

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24.1 This Scheme is and shall be conditional upon and subject to:

i. The requisite consents, approvals or permissions from the Stock Exchange under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relaxation of SEBI under sub rule 7 of Rule 19 of the Securities Contracts (Regulations) Rules, 1957,which by law or otherwise may be necessary for implementation of the Scheme in compliance with the provisions of SEBI Circulars;

ii. Approval by requisite majority / Special Resolution of the members and creditors of Demerged Company and Resulting Company as may be directed by the NCLT either by way of convening a meeting or by way of a dispensation on production of consent affidavits or no-objection certificates;

iii. Sanctions and approvals of all authorities concerned including the Registrar of Companies, the Regional Director in respect of any matter relating to or arising out of the Scheme for which such sanction or approval is required under Section 232 of the Act;

iv. Sanction of the Scheme by the Hon'ble National Company Law Tribunal pursuant to Sections 230 and 232 and other applicable provisions of the Act;

v. Approval of the scheme by relevant regulatory authorities;

vi. Certified copies of the orders of the NCLT, sanctioning the Scheme being filed with the Registrar of Companies. Accordingly, it is provided that the Scheme although operative and effective from the Appointed Date, it shall come into effect only upon filing of certified copies of the order sanctioning the same with the Registrar of Companies by the Demerged Company and Resulting Company on such date

vii. All the other sanctions and orders as are legally necessary or required in respect of the Scheme, being obtained.

24.2 Further, the Scheme is conditional upon it being approved by the PUBLIC shareholders of the Demerged Company through e-voting after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution in terms of para 9 (a) of Part I of Annexure I of SEBI Circular No. CFD/DIL3/CIR/2017/21, dated 10th March, 2017 and the Scheme shall be acted upon only if votes cast by the Public shareholders in favour of the proposal are more than the number of votes cast by the Public shareholders against it.

24.3 In the event of this Scheme failing to take effect before 31st day of March, 25, or such later date as may be agreed by the respective Boards of Directors of the Resulting Company and the Demerged Companythis Scheme shall stand revoked, cancelled and be of no effect and become null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred inter se by the Companies or their shareholders or creditors or employees or any other person. In such case, each

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Companies shall bear its own costs, charges and expenses or shall bear costs, charges and expenses as may be mutually agreed.

25. RESIDUAL PROVISIONS

25.1 On the approval of the Scheme by the members of the Demerged Company and the Resulting Company pursuant to Sections 230of the Act, it shall be deemed that the said members have also accorded all relevant consents under the Act or including Sections 13, 14, 52, 61, 62(1)(c) and 66 of the Act, to the extent the same may be considered applicable or any other provisions of the Act to the extent the same may be consideredapplicable.

25.2 Without prejudice to the generality of the foregoing, it is clarified and provided that the appropriation / reduction of amount standing to the credit of "Reserves and Surplus" of the Demerged Companyin terms of this Scheme, including consequent reduction of Securities Premium Account of the Demerged Company in terms of this Scheme, shall be effected as an integral part of this Scheme. Such reduction of Reserves / Securities Premium Account of the Demerged Company, does not involve either diminution of liability in respect of unpaid share capital or payment of paid-up share capital. Further, since such reduction is an integral part of the Scheme, the provisions of Section 66 of the Act are not applicable. It is further clarified and provided that notwithstanding such reduction of Reserves / Securities Premium Account of the Demerged Company, it shall not be required to add "And Reduced" as suffix to its name.

25.3 The approval of the Scheme by the shareholders of the Demerged Companyand the Resulting Company under Sections 230 and 232 of the Act, whether at a meeting or otherwise howsoever, shall be deemed to have the approval under all other applicable provisions of theAct.

26. EFFECT OF NON-RECEIPT OF APPROVALS:

In the event of any of the said sanctions and approvals not being obtained and/ or the Scheme not being sanctioned by the Hon'ble Tribunal, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

27. COSTS, CHARGES, ETC.:

All costs, charges, levies and expenses (including stamp duty) in relation to or in connection with or incidental to this Scheme or the implementation thereof shall be borne and paid by Demerged Company or Resulting Company as may be mutually agreeable and shall be eligible for deduction of expenditure incurred as per section 35DD of the Income-tax Act, 1961.

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SCHEDULE I

SHORT DESCRIPTION OF THE FREEHOLD PROPERTY OF THE DEMERGED COMPANY

The following are the details of the Immovable Properties of Demerged Company being transferred to the Resulting Company pursuant to the Scheme of Arrangement:

Sl.No	Address	Sy. No
1	Jeedipally Village, Toopran Mandal, Medak District	47/2,47/4,47/6,49/1,49/2,49/3,49/4,50/1,50/2,50/3,50/4, 50/4/A,50/5,50/7,50/9,51/1,51/2,51/3,51/4,51/8,51/9,51/10,51/10/E, 51/11,61/1,61/3,61/4& 61/5

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13th Annual General Meeting
Notice

Notice is hereby given that the 13th (Thirteenth) Annual General Meeting of the members of **DRS DILIP ROADLINES LIMITED** will be held on Friday, 30th day of December, 2022 at 2.30 P.M. at 2nd Floor, Kabra Complex, 61, M G Road, Secunderabad - 500003 to transact the following items of business:

ORDINARY BUSINESS:

Item 1: Adoption of Financial Statement

To receive consider and adopt:

a. the audited Financial Statement of the Company for the Financial Year 2021-22 together with the Reports of the Board of Directors and Auditors thereon; and

b. the audited Consolidated Financial Statement of the Company for the Financial Year 2021-22 together with the Report of the Auditors thereon.

Item 2: Re-appointment of Director

To appoint a director in place of Mr. Sugan Chand Sharma (DIN: 07064674), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

Item 3: To consider and approve the Re-Appointment of Mr. Anjani Kumar Agarwal (DIN: 00006982), to the office of CEO & Managing 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 Section 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act (including any statutory modification(s) or re-enactments thereof for the time being in force), the re-appointment of Mr. Anjani Kumar Agarwal (DIN:00006982) to the office of CEO & Managing Director of the Company for a period of 3 years w.e.f 01.10.2022, a Key Managerial Personnel as defined U/s 2(51) of the Act, by the Board of Directors, at a remuneration of Rs.1.5 lacs per month as approved by the Nomination and Remuneration Committee be and is hereby approved.

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution."

Item 4: Loans to Companies / entity(ies) in which Directors are interested:

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 Section 185 of the Companies Act, 2013 ('Act') and any other applicable provisions of the Act & Rules made thereunder read with the Companies (Amendment) Act, 2017 (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and subject to such approvals, consents, sanctions and permissions, as may be necessary, provisions of other applicable laws, the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to advance any loan, including any loan represented by book debt, or give any guarantee or provide any security in connection with any loans / debentures / bonds etc. to any entity(ies) in which any of the Director of the Company is interested, as defined under Section 185 of the said Act upto an aggregate amount not exceeding Rs.200 crores (Rupees Two Hundred Crores Only) or in other currency for an equivalent amount.

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take time to time decisions and such steps as may be necessary for giving loans, guarantees or providing securities and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deemed fit, necessary or appropriate."

RESOLVED FURTHER THAT all such transaction(s) entered by the Company with such Companies, be and is / are hereby approved and ratified.

Item 5: Investments, Loans, Guarantees and Security in excess of limits specified under Section 186 of the Companies Act, 2013:

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 Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to give loans and / or give any guarantee or provide security in connection with a loan to any company and / or acquire by way of subscription, purchase or otherwise, the securities of any company(ies) upto an aggregate amount not exceeding Rs. 200 Crores notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to take time to time decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.

By the Order of the Board
For **DRS DILIP ROADLINES LIMITED**

Sd/-
Anjani Kumar Agarwal
CEO & Managing Director
DIN: 00006982

Place : Hyderabad
Date :01.12.2022

NOTES

1. **A member entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxy (ies) to attend and vote on poll, instead of himself/herself. A proxy need not be a member of the company.** The instrument appointing the proxy should be duly completed and deposited at the registered office of the company not less than 48 hours before the commencement of the annual general meeting.

   A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. 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 a proxy for any other person or shareholder.

2. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.

3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send to the company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.

5. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days during business hours upto the date of the Annual General Meeting.

6. Members holding shares in Physical form are requested to advise any change of address immediately to the Company/ Registrar and Share Transfer Agent.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and bank details of the members of the Company by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form may submit their PAN and bank details to the Company / Bigshare Services (P) Ltd.

8. Members who are holding Physical Shares in identical order of names in more than one folio are requested to send to the Company or to the Company's Share Transfer agent, the details of such folios together with the Share Certificates for consolidating their holding into single folio. The Share Certificates will be returned to the members after making requisite changes thereon.

9. Members are requested to mandatorily quote their Registered Folio No. or Demat Account No. and Depository Participant Identification Number (DPID No) on all

correspondence with the company.
Securities and Exchange Board of India [SEBI] has mandated that securities of Listed Companies can be transferred only in dematerialised form with effect from April 1, 2019. Accordingly, the Company / the RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialisation.

10. Members are advised to update their email IDs with Company's RTA and/or concerned Depository participants as soon as possible. To support 'Green Initiative', members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants in respect of shares held in physical/electronic mode, respectively.

11. As per Secretarial Standards 2 (SS-2), complete particulars of the venue of the Meeting (route map) is attached herewith to the Notice.

12. Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standards on General Meetings, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is furnished along with this Notice. The Directors have furnished the requisite consent/declaration for their appointment /re-appointment. Further Additional Disclosure in terms of Section II of Part II of Schedule V of the Companies Act, 2013 in relation to Item No.3 is furnished herewith and forms part of the Notice.

13. The Registrar of Companies, for the State of Telangana, Hyderabad, MCA, has granted extension of time, to the Company, upto a maximum period of 3months (i.e., till 30st December, 2022) to hold the AGM in respect of the FY 2021-22. In line with the said, the instant AGM is being convened on 30th December, 2022.

14. The register of Directors and Key Managerial Personnel maintained under Section 170 of the Companies Act, 2013 and Register of Contracts and arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members during the AGM.

15. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of items of Special Businessis attached herewith

16. Information in respect of Directors seeking appointment / re-appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Secretarial Standards on General Meetings issued by ICSI is attached herewith to the Notice.

17. Remote E-Voting:

The items of business as set out in the Notice may be transacted through electronic voting system. Therefore, the Company is providing facility for voting by electronic means. Pursuant to Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in force as on date and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, the Company is pleased to offer remote e-voting facility, as an alternate, to its members in respect of the business to be transacted at the AGM.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Friday, December 23, 2022** are entitled to vote on the resolutions set forth in this Notice. Eligible members who have acquired shares after the dispatch of the Annual Report may approach the Company for required assistance in connection with generation of the User ID / Password in order to exercise their right to vote by electronic means. The remote e-voting period will commence at **9.00 A.M. on Tuesday, December 27, 2022 and will end at 5.00 P.M. on Thursday, December 29, 2022**. The members will not be able to cast their votes electronically beyond the date and time mentioned above.

The Company has appointed Mr. Vikas Sirohiya, Practicing Company Secretary (M. No. 15116 and C.P No. 5246) to act as the Scrutinizer to conduct and scrutinize the voting process in a fair and transparent manner. The cut-off date has been fixed as Friday, December 23, 2022.The Members desiring to vote through electronic mode may refer to the detailed procedure on remote e-voting given hereunder:

INTRUCTIONS TO SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

(i) The voting period begins at **9.00 A.M. on Tuesday, December 27, 2022 and will end at 5.00 P.M. on Thursday, December 29, 2022.** 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. **Friday, December 23, 2022**may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted through remote e voting 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.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800225533.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

OR Date of Birth (DOB)	• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant Company, i.e., DRS Dilip Roadlines Limited on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **investors@drsindia.in** (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel

(East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

GENERAL INSTRUCTIONS:

I. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on Friday, December 23, 2022, the Cut-off date.

II. Members who do not have access to remote e-voting facility have been additionally provided with the facility of voting physically at the Meeting by way of Ballot Form. The facility for physical voting, shall be made available at the Meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

III. A member can opt for only one mode of voting, i.e., either through remote e-voting or by Ballot. If a member cast votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.

IV. Members have the option to request for physical copy of Ballot Form by sending an e-mail to **investors@drsindia.in,** by mentioning their Folio / DP ID and Client ID.

V. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the Meeting a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.

VI. The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM

By the Order of the Board

For DRS DILIP ROADLINES LIMITED

Sd/-

Place: Hyderabad
Date: 01.12.2022

Anjani Kumar Agarwal
CEO & Managing Director
DIN: 00006982

EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No.3

As the members are aware, Mr. Anjani Kumar Agarwal has been associated as C.E.O & Managing Director since 01st October,2019. Mr. Anjani Kumar Agarwal aged about 47 years is one of the founding Promoters of the Company. He has about 28 years of experience in the field of transport and logistics. The department of Marketing, Legal and General Administration is currently headed by him. He has been the main guiding force behind the marketing growth of the Company.

Considering his contribution in the past and his indispensable association in the future, the Board of Directors, in their Meeting held on 28th September, 2022 reappointed him for a further period of 3 years with effect from 01stOctober, 2022, on the recommendation of Nomination and Remuneration Committee.

Pursuant to the provisions of Section 196 and 197 of the Companies Act, 2013 read with Schedule V to the said Act, any such appointment needs to be approved by the members in their General Meeting.

In view of the aforesaid, the resolution set out at Item No.3 is recommended for your consideration.

A Copy of draft letter of appointment of Mr. Anjani Kumar Agarwal as CEO &Managing Director of the Company setting out the terms and conditions is available for inspection by members at the Registered Office of the Company during the working hours on any working day till the conclusion of the ensuing AGM.

Mr. Anjani Kumar Agarwal is the brother of Mr. Sanjay Agarwal, CFO of the Company. Apart from the said, he is not related to any Director/ KMP of the Company.

Save and except the aforesaid none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.3 in the Notice, except to the extent of shares held by them in the paid up share capital of the Company.

Brief Profile:

Mr. Anjani Kumar Agarwal (47 years) is a commerce graduate and he is one of the Promoters of the Company. He takes personal interest in developing teams with a strong belief that ordinary people are capable of making things possible. As the CEO & Managing Director of the company he carries the overall responsibility for the Marketing, Legal and General Administration of logistics business.

He has about 28 years of experience in the field of transport and logistics and has been associated with the Company in various positions. During his tenure, the business achieved significant success accelerating both growth and profitability; he has been instrumental in building leadership talent and substantiality strengthening organizational capabilities. He is a member of Audit Committee.

It is proposed to seek member's approval for his appointment and remuneration payable to him as CEO & Managing Director of the Company, in terms of the applicable provisions of the Act.

Detailed Profile of Mr. Anjani Kumar Agarwal is available and can be accessed at http://drsindia.in/kmp.html

Item No. 4 & 5

As the members are aware, your Company has a wholly owned subsidiary and companies / entities in which directors are interested by way of shareholding or otherwise. At times, your Company needs to extend financial support to the said entities in order to fulfil their immediate requirements. Further, sometimes, your Company, in order to optimally utilize its resources may deploy its funds with other entities on such terms and conditions as agreed upon between the parties. Such lending of funds attracts the provisions of Section 185 / 186 of the Companies Act, 2013. Pursuant to the provisions of Section 185 of Companies Act,2013, the Company, with the approval of members by way of special resolution, would bein a position to provide financial assistance by way of loan to other entities or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities. The members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and/or any other appropriate sources, from time to time, only for principal business activities of the other entities. The Company's subsidiary(ies) explore various options to raise funds through loan/issuance of debentures/bonds etc. which may have to be backed by corporate guarantee of the Company. The proceeds raised by the subsidiary(ies) of the Company would be utilized for their principal business activities.

Further, as per the provisions of Section 186 of the Companies Act, 2013, where the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, exceeds sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, no investment or loan shall be made or guarantee shall be given or security shall be provided unless previously authorised by a special resolution passed in a general meeting.

In terms of the amended Section 185 of the Act, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in which any of the Director of the Company is interested subject to the condition that approval of the shareholders of the Company is obtained by way of Special Resolution.

In view of the above, the Board at its meeting held on 1st December, 2022, decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 and 186 of the Act to advance any loan including any loan represented by book debt, or give guarantee or provide any security in connection with any loans /debentures etc. raised by any subsidiary company(ies) /body corporate or private companies/other group entities in whom any of the Director of the Company is interested upto an aggregate amount not exceeding Rs.200 Crores or in other currency for an equivalent amount. This will also enable the Company to provide the requisite corporate guarantee or security in relation to raising of loans/debentures etc. by the said subsidiary(ies)/body corporates, as and when it is raised.

Proposed terms and conditions:

1. Name of the borrower : DRS. Cargo Movers Private Limited
   Rate of Interest : not less than the rate of prevailing yield of one year, three year, five year orten year Government security closest to the tenor of the loan;
   Maximum amount: Rs.100 Crores
   Maximum period of repayment : 5 years

   End use by the borrower : day to day principal business activities

2. Name of the borrower : MDN Edify Education Private Limited
   Rate of Interest : not less than the rate of prevailing yield of one year, three year, five year or ten year Government security closest to the tenor of the loan;
   Maximum amount: Rs.50 Crores
   Maximum period of repayment : 5 years
   End use by the borrower : day to day principal business activities

3. Name of the borrower : Agarwal Relocators Private Limited
   Rate of Interest : not less than the rate of prevailing yield of one year, three year, five year or ten year Government security closest to the tenor of the loan;
   Maximum amount: Rs.50 Crores
   Maximum period of repayment : 5 years
   End use by the borrower : day to day principal business activities

In view of the aforesaid, your Board of Directors recommends the resolutions as set out at item No.4 & 5 for approval of the members of the Company by way of respective Special Resolutions.

Mr. A.K. Agarwal, the Managing Director and Mr. C. Sridharan, Director and Mr. Sanjay Agarwal, the CFO of the Company are the Directors in one or more of the aforesaid Companies. Further Mr. A.K. Agarwal and Mr. Sanjay Agarwal and their relatives are shareholders also. In view of the said, they may be deemed to be interested in the said resolutions. Save and except the said, none of the others Directors, Key Managerial Personnel of the Company and their relatives are, in anyway, concerned or interested, financially or otherwise, in the said resolution.

By the Order of the Board

For DRS DILIP ROADLINES LIMITED

Sd/-
Anjani Kumar Agarwal
CEO & Managing Director
DIN: 00006982

Place: Hyderabad
Date: 01.12.2022

Information in respect of Directors seeking appointment/ re-appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Secretarial Standards on General Meetings issued by ICSI.

Name of the Director	Mr. Sugan Chand Sharma (DIN: 07064674)
Date of Appointment including terms and conditions of appointment	Appointed as the whole time Director of the Company wef 01.07.2018 and reappointed for another term of 3 years wef 01.07.2021, at a remuneration of Rs.3,97,461 per annum.
Date of first appointment on the Board	24/07/2015
Date of Birth	30.10.1961
Expertise in Specific Functional areas and Experience	He has been instrumental in the growth and strategy of the business along with the founder promoters. He has 30 years of experience in the field of transport and logistics industry. Currently handling accounts related matters of the Company.
Educational Qualification	Under Graduate
Directorships in other Companies (*other than DRS Dilip Roadlines Limited)*	NIL
Membership / Chairmanship of committees of Other Boards (*other than DRS Dilip Roadlines Limited)*	NIL
Details of Remuneration sought to be paid and the remuneration last drawn by such person	Remuneration drawn during 2021-22: Rs.3,97,461 Proposed remuneration: No change in proposed remuneration since appointment as WTD effective 01.07.2021
Shareholding in the Company as on 31.03.2022	9,616 Equity Shares
Relationship between Directors inter-se/ Manager and KMPs	Not related to any Director or any KMP
Number of Meetings of the Board attended during the year 2021-22	9

Name of the director	Anjani Kumar Agarwal (DIN: 00006982)
Date of First Appointment on the Board	10.07.2009
Date of Appointment including terms and conditions of appointment	Appointed as CEO &Managing Director effective 01.10.2022 for a period of 3 years at a remuneration of Rs.1.5 lac per month, subject to the approval of members in the ensuing AGM.
Date of Birth	11.02.1975
Expertise in Specific Functional areas	About 28 years of experience in the field of transport and logistics.
Educational Qualification	Graduate
Directorships in other Companies (*other than DRS Dilip Roadlines Limited)*	1. DRS. Cargo Movers Private Limited. 2.DRS Sunlite Projects Private Limited 3. DRS Education Private Limited 4. DRS Logistics Private Limited. 5. Bade Bhaiya Packing and Moving Private Limited 6. Bade Bhaiya Packers and Movers Private Limited 7. DRS International School Private Limited
Membership / Chairmanship of committees of Other Boards (*other than DRS Dilip Roadlines Limited)*	Nil
Shareholding in the Company as on 31.03.2022	26,64,450 Equity Shares
Relationship with other Directors, Manager and other KMP of the company	Brother of Sanjay Agarwal , C.F.O of the Company
Details of Remuneration sought to be paid and the remuneration last drawn by such person	Remuneration drawn during 2021-22: Rs.17.55 lacs Proposed remuneration: 18 lacs per annum.
Number of Meetings of the Board attended during the year 2021-22	9

Additional Disclosure in terms of Section II of Part II of Schedule V of the Companies Act, 2013 in relation to Item No.3

I. **GENERAL INFORMATION**			
Nature of Industry	Logistics		
Date of commencement of commercial operation	The Company was incorporated in the year 2009 and commenced its operations.		
In case of new Company, expected date of commencement of activities as per project approved by FI, appearing in the prospectus	N.A		
Financial Performance	Rs. in lakhs)		
	2021-22	2020-21	2019-20
Financial parameters:	(audited)	(audited)	(audited)
Turnover(operational revenue)	18940.39	14626.77	15272.85
Net profit after tax	421.45	218.81	229.28
Amount of dividend paid	-	-	-
Rate of dividend declared	-	-	-
Foreign Investments or collaborations	Nil		
II. INFORMATION ABOUT THE APPOINTEE			
Mr. Anjani Kumar Agarwal			
Background Details	Mr. Anjani Kumar Agarwal, aged about 47 years, is the CEO & Managing Director of our Company. He has a profound experience of 28 years in the field of transport and logistics industry. He is founding member of DRS International School in Hyderabad. He has been the primary guiding force behind the growth and business strategy of our Company.		

Past remuneration (Rs per annum)	2021-22 2020-21 2019-20 17.55 lacs 16.77 lacs 17.56 lacs
Job profile and his suitability	Laced with a 28 years hands on experience in the logistics industry, Mr. Anjani Kumar Agarwal remains an undisputed choice for the office of CEO & Managing Director of the company.
Recognition or awards	NIL
Remuneration proposed	Rs.1.50 lac per month
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Taking into consideration the size of the Company, the experience of Mr. Anjani Kumar Agarwal and the profile being handled by him, the remuneration as mentioned above is on the conservative side as compared to the remuneration being paid to similar position in other Companies.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Apart from the proposed remuneration, Mr. Anjani Kumar Agarwal does not have any other pecuniary relationship with the Company.

III. OTHER INFORMATION	
Reasons of loss or inadequacy of profits	For the FY 2021-22, the Company's profits are adequate vis a vis the remuneration proposed to be paid to its Managing Director and Whole Time Director. And similar trend is expected for the FY 2022-23. However, going by the past experience and the peculiarity of the sector where the Company operates, the Board of Directors thought it appropriate to ensure compliance of Section II of Part II of Schedule V of the Companies Act, 2013 and hence the instant disclosures.
Steps taken or proposed to be taken for improvement	The Company has, inter alia, taken following steps: The Company continues to strive to reduce the vehicle breakdown costs, damages and claims and introduce measures for better safety and security of the goods under transport etc. Providing customized and innovative services to its customers. The Company has taken various initiatives to save on the cost so as to improve the profit margins.
Expected increase in productivity and profits	The Company is targeting an increase of 15% – 20% in the overall turnover and about 25% increase in operating profits as compared to previous years.
IV. DISCLOSURES:	
Details of proposed Remuneration	Rs.1.5 lacs per month

The Explanatory statement together with the accompanying notice may also be regarded as an abstract of the Memorandum of interest of Directors under the provisions of the Companies Act, 2013.

DIRECTORS' REPORT

Dear Members,

Your Directors take pleasure in presenting the 13th Annual Report on the business and operations of the company together with the audited Financial Statements along with the report of Auditors for the financial year ended March 31, 2022.

FINANCIAL PERFORMANCE

The Financial Results and performance of your Company for the year ended 31st March, 2022 on Standalone and Consolidated basis is summarized below;

	Standalone		Consolidated
Particulars	**2021-22**	**2020-21**	**2021-22**
Turnover	18,940.39	14626.77	19089.97
Other Income	103.18	32.40	208.48
Total Income	**19043.57**	**14659.17**	**19298.45**
PBIDT	1039.61	879.66	1148.39
Less: (i) Interest	81.57	182.07	127.74
(II)Depreciation	341.38	406.78	359.20
Profit Before Exceptional Item and Tax	**616.66**	**290.81**	**661.45**
Exceptional Item	0	0	0
Profit Before Tax	**616.66**	**290.81**	**661.45**
Less: Provision for Tax			
- Current	158.36	48.42	158.36
Earlier year taxes	15.57	-23.64	15.56
MAT credit			
- Deferred	21.29	47.22	24.33
Profit After Tax	**421.45**	**218.31**	**463.20**
Earnings Per Share (EPS)	2.80	1.45	3.08

(Rs in Lakhs)

Note: *The Company did not have any subsidiary / associate Company during the FY 2020-21 ; hence no comparative figures for the FY 2020-21 are available / provided in the above table.*

PERFORMANCE SUMMARY AND STATE OF AFFAIRS

At Standalone Level:

For the Financial year 2021-22, your company recorded a turnover of Rs 18,940 Lakhs and earned a net profit of Rs 421.45 Lakhs as compared to the previous year's (2020-21) turnover of Rs 146,26.77 Lakhs and net profit of Rs 218.31 Lakhs. With the above performance, the Company has almost doubled its Earning per share for the FY 2021-22, i.e., Rs. 2.80 per share as compared to the previous year's Earnings per share of Rs 1.45 per share.

Revenue Break up of our operational Income for the FY ended 2021-22 is as hereunder:

(Rs in Lakhs)

Sl. No.	Particulars	For the FY ended 31.03.2022	For the FY ended 31.03.2021
1.	From Transport Services:		
	- Household Services	15,136.44	10580.60
	- Commercial Services	3477.21	3392.32
2.	From Warehousing Services	171.45	445.27
3.	From Vehicle Hire charges	155.29	208.58

The increase in the current's year turnover is primarily on account of major contribution from the Household services, i.e., an increase of almost 50% from the household services as compared to the previous financial year. The income from Commercial services (Transport Services) remained almost flat.

At Consolidated Level

As mentioned elsewhere in this Report, your Company acquired 100% stake in DRS. Cargo Movers Private Limited during the FY 2021-22. Hence, the consolidated financial performance comprises the financial performance of the Company and that of its subsidiary mentioned above.

At consolidated level, the revenue from operations stood at Rs. 19,089.97 Lacs and profit before tax stood at Rs.661.45 lacs.

Consolidated Financial Statement

In accordance with the provisions of the Companies Act, 2013 and applicable Accounting Standards and principles, the audited financial figures of our Wholly owned Subsidiary, DRS. Cargo Movers Private Limited, have been merged and consolidated with that of our Company and the audited consolidated Financial Statements are provided in the Annual Report.

Financial performance of DRS. Cargo Movers Private Limited, a WOS of the Company

Particulars	2021-22
	Rs. in Lacs
Revenue from operations	1058.46
Profit/loss for the year after meeting all expenses before Interest, Depreciation & Tax)	258.61
Less:	
Interest	137.07
Depreciation and other write off	106.69
Profit Before Tax	**14.85**
Provision for Taxation	3.04
Net Profit/Loss	**11.81**

EXTERNAL FACTORS – COVID-19 AND THE OUTBREAK OF WAR – IMPACT THEREOF

The Financial Year 2021-22 suffered two major jolts, causing far reaching impact on the global economy. First, it was COVID-19 and then the Russia – Ukraine war. The beginning of the financial year witnessed unprecedented spread of COVID-19 resulting in lockdowns, restrictions on movements across the country and mass fatalities. Towards the end of 2nd quarter of the FY, while the waves of COVID started to subside steadily and normalcy was about to be restored, the Russia – Ukraine war broke out in the 4th quarter of the FY. The said events may have peculiar impacts on the global economy. While we are collectively and parallely combating this pandemic, we are also slowly but steadily trying to recover and restore normalcy in our economy and also our lives. We have, to a certain extent, learned to adapt and align our work culture in tune with this Covid -19. Your Company's operations are directly related to movement of people and eventually that of goods. In the situations of lockdowns and other covid induced restrictions, a logistics Company need to evaluate and adapt itself in a very dynamic manner. Your Company is constantly following up with its regular customers in order to keep a real time track of their decisions. This has helped us plan our resources in an optimal manner. Further, we are also keeping our employees apprised of the developments in the Company and have been successful in retaining their confidence in the management. In the event of any such situation, your management is all geared up to face the challenge and overcome any contingency with absolute resilience. All this has helped us report buoyant performance during the FY 2021-22 despite all odds. Riding on the encouraging performance during the first half of the FY 2021-22, we have achieved a growth of more than 25% in our turnover during the said FY. We expect to do better in the ensuing FY 2022-23.

Further, we draw your attention to Note 32 to the Standalone Financial Statement for more discussion on the captioned matter.

TRANSFER TO RESERVES:

We do not propose any amount to be transferred to the Reserves for the current Financial Year.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE COMPANY

Save and except as discussed elsewhere in this Report, there have been no material changes and commitments affecting the financial position of the company between the end of the financial year and the date of this report. Despite the said, as discussed above, the ongoing Covid may have its own ripple effect on the business operations of the Company.

NATURE OF BUSINESS

There has been no change in the nature of business of your Company during the FY ended 31st March, 2022.

DIVIDEND

Your Board of Directors have decided to adopt a cautious approach and preserve the reserves within the Company. In this backdrop, the Board of Directors felt it prudent not to recommend any Dividend for the financial year ended 31st March, 2022.

CORPORATE RESTRUCTURING:

During the FY ended 31st March, 2022, with an intent to leverage the common business opportunities, your Company acquired 100% stake in its group Company, DRS. Cargo Movers Private Limited, thus making it wholly owned subsidiary.

Subsequently, in view of long term strategy, your Company has decided to hive off and demerge its Warehouse Division into DRS. Cargo Movers Private Limited.

As you are aware, presently, your Company has two divisions / undertakings viz. Transport Division and the Warehouse Division. Each of the businesses of the Demerged Company operates in different business environment and is subject to different profitability, growth opportunities, future prospects and risks. The nature of risk and competition involved in each of these businesses are distinct and consequently nature of considerations, factors and commercial parameters applicable to the business of Transportation of Goods being different and divergent in nature in comparison to that of Warehousing services business. With an endeavor to enhance shareholders value and insulate both the businesses from the risks of each other, it is proposed to reorganize and segregate the Warehouse Division.

The Demerger of Warehouse Division from the Demerged Company will facilitate the Demerged Company to focus on its remaining prime business and eventual transfer of the Warehouse Division to the Resulting Company will enable the Resulting Company to focus on ventures with greater profitability, and results in simplification of the Company's structure and cost efficiency of respective companies and greater revenue inflow would be to the benefit of all the stakeholders of both the Demerged and the Resulting Company.

In view of the aforesaid, it is proposed that the Warehouse Division of the Demerged Company (DRS Dilip Roadlines Limited) be segregated and demerged, pursuant to a Scheme of Arrangement and be transferred to the Resulting Company (DRS. Cargo Movers Private Limited) for achieving independent focus.

In the said regard, a Scheme of Arrangement between DRS Dilip Roadlines Limited and DRS. Cargo Movers Private Limited and their respective shareholders and creditors, has been approved by the Audit Committee and the respective Board of Directors of the said Companies, whereby the warehouse Division of the Company ("Demerged Undertaking") is proposed to be demerged into DRS. Cargo Movers Private Limited, (the "Resulting Company"); on a going concern basis with effect from the Appointed Date i.e. April 1, 2022. Your Company has made an Application to the National Stock Exchange of India Limited, seeking its NOC under Regulation 37 of SEBI (LODR) Regulations, 2015 and applicable Master Circular(s) of SEBI. The NOC is awaited. Requisite compliances will be undertaken in the course of time.

CAPITAL STRUCTURE:

The capital structure of the Company as on March 31, 2022 stands as mentioned below:

Si. No	Particulars	At the end of FY ended 2022 (Amt. in Rs.)
1	**Authorised Capital** 1,70,00,000 Equity Shares of Rs.10 each	17,00,00,000
2	**Issued, Subscribed & Paid up Capital** 1,50,62,403 Equity Shares of Rs.10 each	15,06,24,030

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors is duly constituted and has an optimum combination of both executive and non-executive directors.

Executive Directors:

DIN	Name	Designation
00006982	Mr. Anjani Kumar Agarwal	CEO & Managing Director
07064674	Mr. Sugan Chand Sharma	Whole Time Director

Other Directors:

DIN	Name	Designation
09336138	Mr.Sridharan Chakrapani	Non-Executive Independent Director
06962857	Ms. Jonnada Vaghira Kumari	Non-Executive Independent Director
08165176	Ms. Shamantha Dodla	Non-Executive Director

Note: Mr. Sridharan Chakrapani was appointed to the office of Independent Director wef 18.10.2021 in place of Mr. Ajai Kumar Agarwal, who resigned from his office of Independent Director wef 08.10.2021

Key Managerial Personnel (other than mentioned above):

Name	Designation
Mr. Sanjay Kumar Agarwal	Chief Financial Officer
Mr. T.Siva Rama Krishna	Company Secretary

Note: Mr. Sanjay Kumar Agarwal was appointed to the office of Chief Financial Officer wef 29.06.2021 in place of Mr. C.S Raghunandan.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Shamantha Dodla, retired by rotation at the previous AGM held on 30.12.2021 and was reappointed thereat.

Further, the appointment of Mr. Sugan Chand Sharma to the office of Whole Time Director of the Company was approved by the members in the said AGM held on 30.12.2021.

Further, as reported previously, Mr. Sridharan Chakrapani was appointed as Independent Director (Additional Director) by the Board wef 18.10.2021 and subsequently approved by the members in the AGM held on 30.12.2021.

Further, Mr. Anjani Kumar Agarwal was reappointed to the office of CEO & Managing Director of the Company with effect from 01.10.2022 for a period of 3 years by the Board upon recommendation by the Nomination and Remuneration Committee. As per the provisions of the Companies Act, 2013 any such appointment needs to be approved by the members. Corresponding resolution seeking approval of members for the said reappointment forms part of Notice of the AGM.

Further, pursuant to the provisions of Section 152 of the Companies Act, 2013 and in accordance with the provisions of Articles of Association of the Company, Mr. Sugan Chand Sharma, retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment.

DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received respective declarations from both its Independent Directors confirming that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) of SEBI (LODR) Regulations, 2015.

Independent Directors of your company have duly met during the year to discuss the performance of the Non-Independent Directors. Both the independent Directors were present during the meeting.

In the opinion of the Board, both the Independent Directors of the Company possess integrity, expertise, and experience justifying their respective office.

COMPOSITION OF BOARD COMMITTEES

We have in place all the Committees of the Board which are required to be constituted under the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committees were reconstituted in view of changes among Directors.

The compositions (upon reconstitution) of committees of the Board are hereunder:

Audit Committee

Mr. Sridharan Chakrapani	– Chairman
Ms. Jonnada Vaghira Kumari	– Member
Mr. Anjani Kumar Agarwal	– Member

Nomination and Remuneration Committee

Mr. Sridharan Chakrapani	– Chairman
Ms. Jonnada Vaghira Kumari	– Member
Ms. Shamantha Dodla	– Member

Stakeholders' Relationship Committee

Ms. Jonnada Vaghira Kumari	– Chairman
Mr. Sridharan Chakrapani	– Member
Mr. Sugan Chand Sharma	– Member

Internal Complaints Committee

Ms.Malthi	– Presiding Officer
Mr.Sugan Chand Sharma	– Member
Mr.Jitender shah	– Member
Mr.Shiva	– Member

BOARD EVALUATION

In terms of the requirements of the Companies Act, 2013 and the Listing Regulations, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with an aim to improve the effectiveness of the Board and the Committees.

During the year, Board Evaluation cycle was completed by the Company internally which included the evaluation of the Board as a whole, its Committees as well as peer evaluation of directors. The exercise was led by the Chairman of Nomination and Remuneration Committee of the Company. The evaluation process focused on various aspects of the functioning of the Board and Committees such as composition of the Board and its committees, experience and competencies, performance of special duties and obligations, governance issues etc. As an outcome of the exercise, it was noted that the Board as a whole is functioning as cohesive body which is well engaged with different perspectives. Further, performance evaluation was also carried out for Mr. Sugan Chand Sharma, who retires by rotation and being eligible has offered himself for reappointment.

Further, the performance of the Independent Directors was evaluated by the entire Board of Directors and all the Independent Directors fulfills the independence criteria and are independent of the management as set out in the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

POLICY ON DIRECTORS' APPOINTMENT, REMUNERATION, ETC.,

The Policy for selection of Directors including qualifications, positive attributes and independence of a director evaluation mechanism has been revised and adopted by the Board.

The following policies, are attached herewith and marked as ***Annexure –VII*** and ***VIII*** respectively:

a. Policy for selection of Directors including qualifications, positive attributes and independence of a director evaluation mechanism.

b. Remuneration Policy for Directors, Key managerial Personnel and other employees.

Further, it is confirmed that the Company has not paid any remuneration to its Non-Executive Directors, apart from the Sitting Fee for each Meeting of the Board / Committee attended by them.

Further, the Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Non -Executive Directors of the Company within the overall limits approved by the shareholders, if any.

MEETINGS OF THE BOARD OF DIRECTORS

The meetings of the Board are scheduled at regular intervals to discuss the business performance, policies, strategies and other matters and undertake statutory matters in terms o Companies Act and SEBI Listing Regulations.

The Board has duly met 9 times during the Financial Year 2021-22, i.e.; 29th June, 2021, 24th August, 2021, 18th October,2021, 19th October, 2021, 13th November, 2021, 1st December, 2021, 22nd January, 2022,16th February, 2022 and 08th March, 2022.

The intervening gap between any two consecutive Board Meetings was within the period prescribed under the provisions of the Companies Act, 2013.

Sl.No	Date of Board Meeting	Mr. Anjani Kumar Agarwal	Mr. Sugan Chand Sharma	Mr. Ajai Kumar Agarwal	Ms. Jonnada Vaghira Kumari	Ms. Shamantha Dodla	Mr. Sridharan Chakrapani
1.	29.06.2021	P	P	P	P	P	N.A
2.	24.08.2021	P	P	P	P	P	N.A
3.	18.10.2021	P	P	N.A.	P	P	N.A
4.	19.10.2021	P	P	N.A.	P	P	P
5.	13.11.2021	P	P	N.A	P	P	P
6.	01.12.2021	P	P	N.A	P	P	P
7.	22.01.2022	P	P	N.A	P	P	P
8.	16.02.2022	P	P	N.A	P	P	P
9.	08.03.2022	P	P	N.A	P	P	P

Note: Mr. Sridharan Chakrapani was appointed to the office of Independent Director wef 18.10.2021 in place of Mr. Ajai Kumar Agarwal, who resigned from his office of Independent Director wef 08.10.2021

Name	Designation	No. of Board Meetings Attended / held
Mr. Anjani Kumar Agarwal	CEO & Managing Director	**9/9**
Mr. Sugan Chand Sharma	Whole Time Director	**9/9**
Mr. Ajai Kumar Agarwal	Independent Director	**2/2**
Ms. Jonnada Vaghira Kumari	Independent Director	**9/9**
Ms. Shamantha Dodla	Non-Executive Director	**9/9**
Mr. Sridharan Chakrapani	Independent Director	**6/6**

INTERNAL FINANCIAL CONTROL SYSTEMS

The Company has pan India presence, having branch offices, warehouses and hubs spread in different cities and towns. Keeping the said in view, we have adopted policies and procedures which enables implementation of appropriate internal financial controls across the organization. It ensures orderly and efficient conduct of business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud, error reporting mechanism, accuracy and completeness of accounting records, and timely preparation of reliable financial disclosures. Internal Financial Controls are an integral part of the Risk Management Process, addressing financial and financial reporting risks. The Internal Financial Controls have been documented, digitized and embedded in the business process.

Assurance on the effectiveness of the Internal Financial Controls is obtained through our management reviews, control self-assessment, continuous monitoring by functional experts as well as testing of the Internal Financial Control systems by the Internal Auditor during the course of audits. We believe that these systems provide reasonable assurance that our Internal Financial Controls are commensurate with the requirements of our organization.

AUDITORS

Statutory Auditors:

As the members are aware, at the 10th Annual General Meeting (AGM) held on 27.09.2019. M/s Ramanatham & Rao, Chartered Accountants, Hyderabad were appointed as Statutory Auditors of the Company for a period of 5 years, to hold the office as such till the conclusion of 15th AGM.

Pursuant to the aforesaid, the Statutory Auditors would continue to hold the office as such for the ensuing FY.

Internal Auditors:

The Board of Directors, based on the recommendations of the Audit Committee, has re-appointed M/s. A Tibrewala & Associates, Chartered Accountants, Hyderabad, as the Internal Auditors of the Company, who is submitting its report on quarterly basis.

Secretarial Auditors:

Pursuant to the provisions of Section 204 of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s P.S. Rao & Associates, Company Secretaries, Hyderabad to undertake the secretarial audit of the Company for the FY 2021-22.

The copy of Secretarial Audit Report is attached herewith and marked as ***Annexure – IV.***

Auditors Observation(s):

Statutory Auditor's Observations:

Auditors' Observations	Directors' Explanation
Difference in debtors as per books v/s Bank statements	As stated in the Report, the difference is on account of consignments in transit and consignments not manifested (bill). Due measures are being taken in order to fix the variation.
Professional tax due for more than 6 months	It was purely due inadvertence on the part of concerned personnel. Due measures are being taken in order to fix the issue.
Disputed Income Tax	Matters pending before Tribunal. Being a statement of fact, it does not need any further explanation

Secretarial Auditors' Observations:

Auditors' Observations	Directors' Explanation
Delay in filing of Shareholding pattern as required under Regulation 31(1)(b) and Investors Grievances Report under Regulation 13(3) for the quarter ended 31st March, 2021. Fine levied by NSE.	The said delays resulted on account of delayed receipt of BENPOS from the RTA, which was in turn delayed on account of late payment of Annual Fee to NSDL. The fine as proposed by the NSE was paid by the Company along with a request seeking waiver. Due care shall be taken to be more agile and vigilant.
There was delay in filing of Forms with the Registrar of Companies in certain instances	The instances of delay were just clerical in nature and self-explanatory. In view of the said, no further explanation is being provided thereon.

Further, as per SOP Circular, your Company ensured that the said non-compliance which has been identified by the Exchange and subsequent action taken by the Exchange in this regard were placed before the Board. The action taken by the Board / committee were informed to the Exchange.

COST RECORDS:

We confirm that the maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 and hence accounts and records related thereto are not required to be made or maintained.

SECRETARIAL STANDARDS:

We confirm that applicable secretarial standards i.e., SS-1 and SS-2 relating to 'Meeting of the Board of Directors' and 'General Meetings' respectively, have been duly complied by the Company.

CONTRACTS OR AGREEMENTS WITH RELATED PARTIES

During the FY under review, transactions were conducted by the Company pursuant to the Agreements entered into with its Related Parties during previous years / financial year under review. There are no materially significant related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel or any related party which may have a potential conflict with the interest of the Company at large.

Pursuant to the Company's Policy, all the Related Party Transactions are placed before the Audit Committee and the Board for its respective approval.

The details of related party transactions which were entered into during the previous year's/ current Financial Year are provided at Note No. 30 forming part of the Notes to Financial Statements.

As per Section 134(3)(h) of the Companies act, 2013, the particulars of related party transactions as referred to in Section 188(1) of the Companies Act, 2013 have been disclosed in **Form No. AOC – 2** which is appended as ***Annexure – II*** to this Report.

Further, disclosure as required pursuant to Regulation 34(3) read with Schedule V thereto is disclosed elsewhere in this Report. Further, remuneration paid to Mr. Anjani Kumar Agarwal, who holds 17.69 % equity shares in the Company is disclosed elsewhere in this Report. Further, there are no other fresh transactions to be reported pursuant to the said Regulation.

FIXED DEPOSITS

We have neither accepted nor repaid any deposits during the FY ended 31st March, 2022. Further, there were no outstanding deposits as at the beginning of the FY or at any time during the FY 2022. Hence, there are no details to be provided pursuant to Rule 8 (5) (v) & (vi) of Companies (Accounts) Rules, 2014.

INSURANCE

All properties and insurable interests of the Company have been fully insured.

CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016.

No corporate insolvency resolution processes were initiated against the Company under the Insolvency and Bankruptcy Code, 2016, during the year under review.

DETAILS OF DIFFERENCE BETWEEN THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH REASONS THEREOF

Not applicable (As there were no instances of one-time settlement with the Banks or financial institutions during the year under review)

ANNUAL RETURN

In accordance with Section 134 (3) (a) of the Companies Act, 2013, a copy of Annual Return in the prescribed format i.e. Form MGT -7 along with attachments is placed on the website of the Company www.drsindia.inand may be accessed athttps://www.drsindia.in/Annual%20Return%202021-22.pdf

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your Company has formalized the process and institutionalized 'Whistle Blower Policy' within the Company. In terms of the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, whereby employees and other stakeholders can report matters such as generic grievances, corruption, misconduct, illegality and wastage/misappropriation of assets and other resources, to the Company.

The policy safeguards the whistle blowers to report concerns or grievances and also provides direct access to the Chairman of the Audit Committee.

The details of the vigil mechanism are provided in the ***Annexure – IX*** to this Report.

RISK MANAGEMENT

Our Risk Management Department provided exemplary guidance and support during the Covid crisis times. It was on its toes to ensure that the employees and their family members receive timely and adequate help to handle the Covid crisis. It also ensured that the Company's operations are carried out in a manner where the loss on account of lockdowns and other restrictions is contained to the extent possible.
We have a Risk Management Department in place whose primary role is to identify potential risks, develop compatible Risk Management Systems and framework or modify the existing ones to make the same adaptable and to mitigate the risk appropriately.

We have been following the principle of risk minimization vis a vis our business needs and the industry norms.

The Department has been entrusted with the responsibility to assist the Board in (a) overseeing and approving the Company's enterprise-wide risk management framework and (b) overseeing that all the risks that the organization faces such as financial, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and ensuring that there is an adequate risk management mechanism in place capable of addressing those risks. Further, in view of the current pandemic, it is entrusted with the additional task of evaluating pandemic related risks on real time basis keeping in view the impact thereof and the means of redressal.

SUBSIDIARIES / JOINT VENTURES / ASSOCIATE COMPANIES

During the year under review, your Company acquired 100% stake in DRS. Cargo Movers Private Limited, with an intent to leverage the common business opportunities, thereby making it as its Wholly Owned Subsidiary

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, a statement containing the salient features of the financial statements of the Subsidiary in the prescribed format **AOC- 1** is provided as ***Annexure - I*** to this Report. The statement also provides the details of performance, financial position of the said subsidiary.

Further, your Company undertakes that the Annual Accounts of the subsidiary Company and the related detailed information will be made available to the shareholders of the Company and to the shareholders of the subsidiary company seeking such information at any point of time. Further, the Annual Accounts of the subsidiary Company shall also be kept for inspection by any shareholder at our Registered office and that of the subsidiary Company.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statement and related information of the Company and audited accounts of the subsidiary, are available on our website https://www.drsindia.in.

Your Company does not have any other subsidiary / wholly owned subsidiary apart from DRS. Cargo Movers Private Limited. Further, your Company does not have any Joint Ventures / Associate Companies.

The policy on material subsidiaries as per SEBI (LODR) Regulations, 2015 as approved / reviewed by the Board is uploaded on the website of the Company and may be accessed at https://www.drsindia.in/policies.html

Disclosure under Regulation 34(3) read with Schedule V of the Listing Regulations
Related Party Disclosure as per Schedule V of the Listing Regulations

Sl. No.	In the Accounts of	Particulars	Amount at the year ended 2021-22 (Rs. In lacs)	Maximum amount outstanding during the year 2021-22 (Rs. In lacs)
1	DRS DILIP ROADLINES LIMITED (Holding Company)	Loans/advances to subsidiary DRS. Cargo Movers Private Limited (Wholly owned subsidiary)	**860.83**	**860.83**
		Loans/advances to associates	**N.A**	**N.A**
		Loans/advances to firms/ companies in which Directors are interested	**Nil** (except as disclosed above)	Nil (except as disclosed above)
2	DRS DILIP ROADLINES LIMITED (Holding Company)	Investment by the Loanee in the shares of parent company/ subsidiary company when the company has made a loan or advance	**NA**	**NA**

MANAGEMENT DISCUSSION AND ANALYSIS

In accordance with the provisions of SEBI (LODR) Regulations, 2015, a Report on the Management Discussion and Analysis is set out in ***Annexure*** – ***V*** to this Report.

CORPORATE GOVERNANCE

The Company follows highest standards of Corporate Governance practices in its day-to-day conduct. Good Corporate Governance practices instills a culture of transparency, accountability and disclosure.

Further, in view of the fact that your Company is a SME listed entity, no separate disclosures are being made as prescribed under para-C of Schedule V to SEBI (LODR) Regulations, 2015.

DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

Since the Company does not have any of its shares in the demat suspense account or unclaimed suspense account, there are no disclosures to be made as prescribed under para-F of Schedule V to SEBI (LODR) Regulations, 2015.

DISPATCH OF ANNUAL REPORTS

In compliance with the applicable provisions, we shall dispatch the Annual Report for the FY 2021-22 in electronic format to all our members whose e-mail addresses are registered and updated with our Registrar & Transfer Agents. To all the other members, the Annual Report will be sent in physical format.

LISTING & TRADING

Our Equity Shares are listed on NSE Emerge (SME platform of NSE India Limited, Mumbai). The listing fee for the financial year 2022-23 has been duly paid. You may further note that the listing/ trading was never suspended at any time during the financial year 2021-22.

Series : SM
Symbol: DRSDILIP
ISIN : INE02CV01017

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and as amended in respect of our employees, is annexed herewith and marked as ***Annexure –VI (i).***

We do hereby affirm that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Further, we do not have any employee whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) (i)& (ii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 i.e.Rs.8.5 lakhs per month or Rs.1.02 Crores per annum

Further, details of top ten employees in terms of remuneration drawn during the financial year ended 31st March, 2022 as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, are annexed herewith and marked as ***Annexure - VI (ii),*** *which includes details of employee* who was in receipt of remuneration in excess of that drawn by the Managing Director or Whole Time Director of the company pursuant to Rule 5(2)(iii) of the said Rules.

LOANS, GUARANTEES OR INVESTMENTS

Except as stated below, we have not given any loan or made investment or given guarantee or provided security as contemplated under Section 186 of the Act. The advances made by the Company to other Companies in the group are not in the nature of loan but advances made in the regular course of business.

Details of Investments:

Acquisition of 11,84,300 equity shares of Rs.10 each (100% stake) of DRS. Cargo Movers Private Limited for an amount of Rs.23.69 lacs. Further, in order to optimally utilize the idle funds, we have invested an amount of Rs.114.75 lacs in shares of certain body corporates and also in mutual funds.
For the sake of brevity, the details may be referred at Note 12 (Non Current Investments) of the attached Standalone Financial Statements.

Details of Loans:

Name of the Company:		DRS. Cargo Movers Private Limited (Wholly owned subsidiary)
Amount of Loan	:	Rs 860.83 Lakhs
Rate of Interest	:	9%

Guarantee / Security : Nil

DEMATERIALIZATION OF SHARES

Except 48 Shares, which are held in Physical mode, the entire share capital of our Company is held in dematerialized mode as on 31st March, 2022.

DIRECTORS' RESPONSIBILITY STATEMENT:

As required under Section 134(5) of the Companies Act, 2013, the Directors confirm that:

i. In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed and that no material departures are made from the same;

ii. 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 and of the profits of the company for the period;

iii. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

iv. The annual accounts have been prepared on a going concern basis.

v. They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;

vi. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no orders passed by the Regulators / Courts which would impact the going concern status of your Company and its future operations.

Further, we confirm that there were no instances of fraud to be reported by the Auditors vide their Report for the FY 2021-22.

POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORK PLACE:

We strongly support the rights of all our employees to work in harassment – free environment. We have adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (‘’POSH Act”) and the Rules made thereunder. The policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

Further, we have in place a Committee under the name and style “**Internal Complaints Committee**” in compliance of POSH Act, which looks into various matters concerning harassment, if any, against women at workplace, addresses concerns and complaints of sexual harassment and recommends appropriate action.

We further confirm that during the year under review, there were no cases filed pursuant to the said Act.

CORPORATE SOCIAL RESPONSIBILITY

Since our Company does not fall within any of the parameters specified under the provisions of Section 135 of the Companies Act, 2013 read with Rules made thereunder, reporting pursuant to Section 134(3) (o) is Not Applicable.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as prescribed pursuant to the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are provided in ***Annexure – III*** to this Report.

ACKNOWLEDGEMENTS AND APPRECIATIONS

At the outset, the Board of Directors and the management extend their hearty gratitude to all the employees of the Company, who, despite the horrific conditions, have worked relentlessly for the growth of the Company. It was purely owing to their efforts that the Company feels bolstered to handle any challenge that it may have to face in the near future. Further, we wish to express our sincere appreciation towards all the customers, suppliers, banks, financial institutions, advisors, Government of India and Government Departments, concerned State Governments and other authorities for their sustained support and co-operation towards contributing to the Company's success.

We also take on record the confidence and cooperation extended by our shareholders and other stakeholders.

For and on behalf of the Board
For **DRS DILIP ROADLINES LIMITED**

Sd/-	Sd/-
Anjani Kumar Agarwal	Sugan Chand Sharma
CEO & Managing Director	Whole Time Director
DIN: 00006982	DIN: 07064674

Place: Hyderabad
Date: 01/12/2022

Annexure - I

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2O14

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part "A": Subsidiaries

Sl.No	Particulars	
1.	Name of the subsidiary	DRS. CARGO MOVERS PRIVATE LIMITED
2.	The date since when subsidiary was acquired	22.01.2022
3.	Reporting Period of subsidiary	2021-22
4.	Reporting Currency	INR
5.	Share Capital	1,18,43,000
6.	Reserves & Surplus	(5,60,48,886)
7.	Total Assets	17,32,13,185
8.	Total Liabilities	17,32,13,185
9.	Investment	5,00,000
10.	Turnover	10,58,45,656
11.	Profit/(Loss) before taxation	14,85,369
12.	Provision for taxation	3,04,174
13.	Profit/(Loss) after taxation	11,81,195
14.	Proposed Dividend	NIL
	Extent of Shareholding	100%

Notes:

1. Names of subsidiaries which are yet to commence operations: Nil

2. Names of subsidiaries which have been liquidated or sold during the year: Nil

Part "B" Associates and Joint Ventures – Not Applicable

For and on behalf of the Board

Sd/-	Sd/-
Anjani Kumar Agarwal	Sugan Chand Sharma
CEO & Managing Director	Wholetime Director
DIN:00006982	DIN: 07064674
Sd/-	Sd/-
Sanjay Kumar Agarwal	T.Sivarama Krishna
CFO	Company Secretary
PAN: AFBPA1820J	PAN: ANRPT1072F

Place: Hyderabad
Date: 01/12/2022

Annexure - II

Form AOC-2

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

Particulars for contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013, including certain arm length transaction under third proviso to thereto.

Details of contracts or arrangements or transactions not at arm's length basis: NIL

Details of contracts or arrangements or transactions at arm's length basis:

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	DRS Cargo Movers Private Limited. (Enterprise in which KMP and / OR their relatives have control)
	Nature of contracts/arrangements/transaction	Agreement for providing vehicles on Hire Basis.
	Duration of the contracts/arrangements/transaction	Term of Agreement – 3 years
	Salient terms of the contracts or arrangements or transaction including the value, if any	Providing vehicles on Hire basis shall be determined on case to case basis, depending upon supply -demand conditions. However upto a maximum value of Rs.3.00 Crores per annum.
	Justification for entering into such contracts or arrangements or transactions'	Optimum utilization of vehicles lying idle or not optimally utilized otherwise. Further, providing vehicles to an entity within the group ensures that the vehicles may be called back as and when required. In the said backdrop an Agreement has been entered into for a period of 3 years, which shall be renewable upon mutual acceptance.
	Date of approval by the Board	05.04.2020
	Amount paid as advances, if any	Nil
	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Not Applicable. Since the value of the contract is within the limits specified under Rule 15 (3) of Companies (Meetings of Board and its powers) Rules, 2013.

For and on behalf of the Board
For **DRS DILIP ROADLINES LIMITED**

Sd/-	Sd/-
Anjani Kumar Agarwal	Sugan Chand Sharma
CEO & Managing Director	Whole Time Director
DIN: 00006982	DIN: 07064674

Place: Hyderabad
Date: 01/12/2022

Annexure – III

CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/ OUTGO:

Particulars as prescribed under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are as follows:

A. Conservation of Energy : Not Applicable

i. the steps taken or impact on conservation of energy;
ii. the steps taken by the company for utilizing alternate sources of energy;
iii. the capital investment on energy conservation equipments;

B. Technology Absorption : Not Applicable

i. the efforts made towards technology absorption;
ii. the benefits derived like product improvement, cost reduction, product development or import substitution;
iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

   (a) the details of technology imported;
   (b) the year of import;
   (c) whether the technology been fully absorbed;
   (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and

iv. the expenditure incurred on Research and Development.

C. Foreign Exchange Inflow and Outflow during the year (Amount in Rs)

i. Foreign Exchange Earned : Nil
ii. Foreign Exchange Outgo : Nil

For and on behalf of the Board
For **DRS DILIP ROADLINES LIMITED**

Sd/-	Sd/-
Anjani Kumar Agarwal	Sugan Chand Sharma
CEO & Managing Director	Whole Time Director
DIN: 00006982	DIN: 07064674

Place: Hyderabad
Date: 01/12/2022

Annexure - IV

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2022
[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,
DRS Dilip Roadlines Limited,
306, 3rd Floor, Kabra Complex,
61, M G Road, Secunderabad- 500003

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DRS Dilip Roadlines 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 our opinion thereon.

Based on our verification of the Company's books, papers, minutes 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 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:

We have examined the books, papers, minutes books, forms and returns filed and other records maintained by **DRS Dilip Roadlines Limited** ("the Company") and made available to us for the financial year ended on 31st March, 2022 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder.

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI), overseas Direct Investment (ODI) and External Commercial Borrowings**– (Not applicable to the Company during the audit Period**)

v. 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, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;**(Not applicable to the Company during the audit Period**)

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;**(Not applicable to the Company during the audit period);**

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;**(Not applicable to the Company during the audit period)**

(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, 2021;**(Not applicable to the Company during the audit period)***;*

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;**(Not applicable to the Company during the audit period)**;and

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

We have also examined compliance with the applicable clauses of Secretarial Standards issued by the Institute of Company Secretaries of India.

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

- *Delay in filing of Shareholding pattern as required under Regulation 31(1)(b) and Investors Grievances Report under Regulation 13(3) for the quarter ended 31st March, 2021 & resulting in levy of fine by NSE.*

- *There was delay in filing of Forms with the Registrar of Companies in certain instances.*

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied the following laws applicable specifically to the Company:

a) Motor Vehicles Act,1988
b) The Carriage by Road Act, 2007 (“Carriage by Road Act”)
c) Central Motor Vehicle Rules, 1989
d) The Warehousing (Development and Regulation) Act, 2007

We further report that examination / audit of financial laws such as direct and indirect tax law has not been carried out by us as a part of this Secretarial Audit.

We further report that:

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent sufficiently 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.

As per the minutes of the meetings (Board and Committees) duly recorded and signed by the Chairman, the decisions of the Board were unanimous and there were no dissenting views to be recorded as such.

We further report that as per the information provided by the management, and based on the review of compliance reports by the respective department / functional heads, duly taken on record by the Board of Directors of the Company, 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 During the audit period, there were no specific events / actions in pursuance of the above referred laws, rules, regulations, etc., having a major bearing on the Company’s affairs except below:

- The Company had to temporarily suspend its business operations at various offices located Pan India, owing to Covid-19 induced restrictions and lockdowns imposed by the respective local Governments. Further, attention is drawn to Notes to Financial Statement, which described the management assessment of the impact of Covid-19 pandemic.

- During the FY ended 31st March, 2022, Company acquired 100% stake in its group Company, DRS. Cargo Movers Private Limited, thus making it wholly owned subsidiary.

- Subsequent upon approval of the Scheme of Arrangement between DRS Dilip Roadlines Limited and DRS. Cargo Movers Private Limited and their respective shareholders and creditors, by the Board of Directors, whereby the warehouse Division of the Company ("Demerged Undertaking") is proposed to be demerged into DRS. Cargo Movers Private Limited, the wholly owned Subsidiary (the "Resulting Company"); on a going concern basis with effect from the Appointed Date i.e. April 1, 2022, the Company has made an

Application to the National Stock Exchange of India Limited, seeking its NOC under Regulation 37 of SEBI (LODR) Regulations, 2015. The NOC is awaited.

For PS RAO & ASSOCIATES
Company Secretaries

Sd/-
Vikas Sirohiya
Partner
M. No. 15116
C.P. No. 5246
UDIN: A015116D002563398

Place: Hyderabad
Date: 01st December, 2022

[This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.]

'Annexure A'

To,
The Members,
DRS Dilip Roadlines Limited,
306, 3rd Floor, Kabra Complex,
61, M G Road, Secunderabad- 500003

Secretarial Audit Report of even date is to be read along with this letter.

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
3. We 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 random basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
4. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
5. We believe that audit evidence and information provided by the Company's management is adequate and appropriate for us to provide a basis for our opinion.
6. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
7. We have not verified the correctness and appropriateness of financial records and Books and Accounts of the Company.

Disclaimer

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

For PS RAO & ASSOCIATES
Company Secretaries

Sd/-
Vikas Sirohiya
Partner
M. No. 15116
C.P. No. 5246
UDIN: A015116D002563398

Place: Hyderabad
Date: 01st December, 2022

Annexure - V

MANAGEMENT DISCUSSION AND ANALYSIS

DRS Dilip Roadlines Limited is engaged in the business of providing high quality logistics services including transportation, packing & moving and renting of warehouses.

1. COMPETITIVE POSITION OF THE COMPANY

a) Industry Structure and Developments

Industry Structure:

- With the advent of online shopping and various inherent advantages associated with it, the global supply chain is growing and changing continuously, and advances in technology are helping to streamline operations in the long run. The growth of the global logistics market is directly related to the development of international trade flow and the current economic environment.

- Integration of information, transportation, inventory, warehousing, material handling, packaging, and security are key determinants. Favourable government trade policies have resulted in an increased demand for logistics services which also provides an opportunity for expansion to the existing vendors.

- The transportation and logistics industry is confronting immense changes such as digital transformation, new market entrants, changing customer expectations, and new evolving business models commensurate with contemporary circumstances.

- For the purpose of this study, the global logistics market has been divided into three segments: transportation type, logistic type, and end-user industry.

- On the basis of the transportation type, the market is segmented into airways, waterways, railways, and roadways.

- On the basis of logistic type, the market has been segmented into first party, second party and third party. The second-party logistics segment accounted for the largest market share.

- By End-user, the market has been segmented into industrial and manufacturing, retail, healthcare, oil & gas, and others.
  Moreover, globalization coupled with population growth and consumption behaviour has seen ever-increasing demand for products from all corners of the world. The rise of e-commerce has added to the transport boom, and over the past decade, a considerable growth has been seen across the industry's value chain as a whole.

- Outbreak of health calamities in the nature of epidemics and pandemics have forced one and all to reorganize their living pattern, restrict their personal movements and adopt the e-commerce culture for their daily needs.

- The global retail logistics market is expected to grow at a compound annual growth rate of 12.3% from 2022 to 2030, during the forecast period..

Development:

- The outsourced logistics services is driving the growth of the market. Imbalance between the available resources and the consumption pattern is leading to increasing imports and exports along with a huge demand for logistics services.

- Strained trade relations of our country with few of its neighbours is compelling the manufacturers and traders to shift their manufacturing / trade hubs and thus leading to huge relocations.

- The recent shift of huge chunk of population from urbans to rurals has created new demands in the logistic industry.

- Rising demand for foreign goods in Indonesia, Thailand, and India has strengthened the trade relations with the U.S. Europe is another major region in the market. Germany, the U.K., and France are the major logistics markets.

- Transportation and logistics infrastructure is a constantly recurring priority in every new government policies. Economic reforms and government initiatives in terms of strengthening the manufacturing sector are expected to attract private investment.

- Work-from-home culture is giving new dimensions to the logistics industry

b) <u>Opportunities and Threats</u>

***Opportunities**:*

- Emphasis on development of highways connecting various states is one such step. The GST regime is certain to expedite faster conversion of informal logistics setups to formal ones and speed up freight movement at interstate borders due to dismantling of check posts. There is a target to reduce the logistics cost in India from the present 13% -14 % of GDP to less than 0.08% - 0.09% by 2030.

- A new Logistics Division in the Department of Commerce has been established to coordinate integrated development of the sector by way of policy changes, improvement in existing procedures, identification of bottlenecks and gaps, and introduction of technology-based interventions. A concerted effort in collaboration with central line ministries and state governments is on to simplify the regulatory processes in domestic and export-import logistics.

- The Logistic market is likely to witness good market growth rising at a **7.25% CAGR** during the global forecast period (2022 – 2030).

- Launching of M-Parivahan mobile App and Pariwahan Sewa Portal.

Threats:

- Availability of goods on-line and that too cheaper variants will reduce the need to relocate goods from one to another.

- Increased work-from home and ease of work from anywhere will reduce movement of work force from one place to another.

- Increased e-commerce leads to increased packaging requirements and eventually huge consumption of packaging materials such as paper and plastic. There would be huge pressure on our forests and other natural resources. Environmentalists would definitely not support it. Further, it may be nature-detrimental and irreparable damages in store for our next generations.

- The writing is clear on the wall. The production of packaging materials consumes both natural and human resources. The application of those materials further uses more valuable resources. Finally, the disposal of packaging materials into landfills, incinerators, and, inappropriately, on the sides of countless highways and roads, waterways, seas and forests as litter, also requires the utilization of more valuable resources, most of which could have been used again, or differently. Unfortunately, Water bodies have turned into waste bins of our planet.

c) Segment- wise or Product-wise performance

Company Performance Highlights:

- ISO 9001:2015 certified - for providing Quality Management System in the field of Packers, Movers and Logistics.

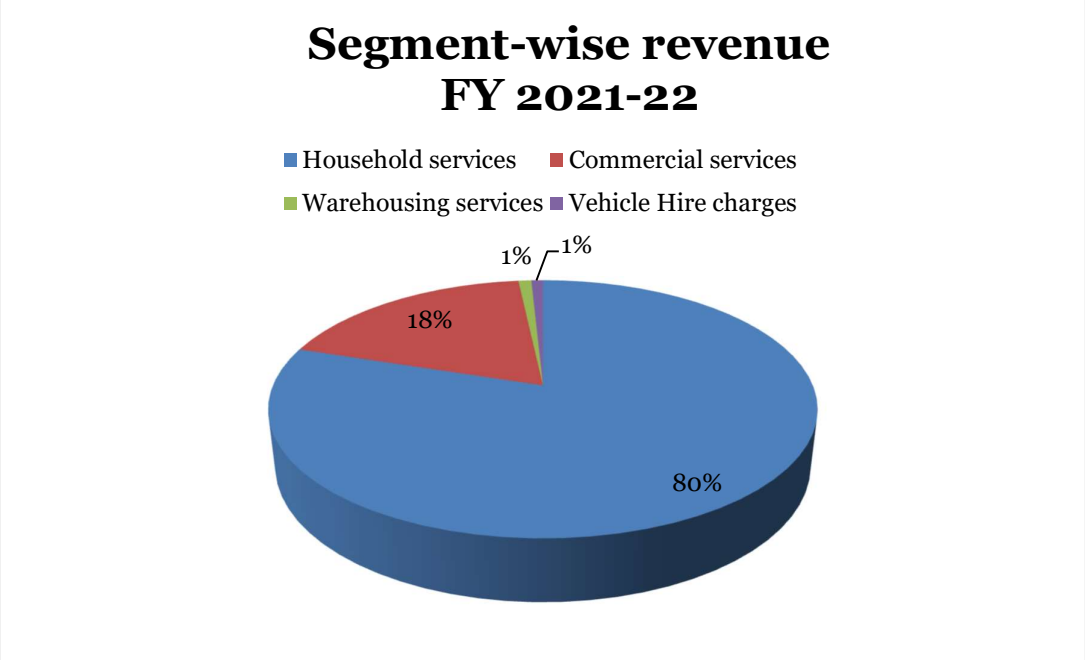
- Company became Indian Banks Association approved transport operator in the year 2010.

- Company became a Core Member of the International Association of Movers (IAM) in September 2013.

- Company entered the World Book of Records for Conceptualizing Innovative Van Design for Household Shifting in 2018.

Segment-wise performance:

Revenue	2021-22	2020-21
Transport – Household	15,136.44	10580.60
Transport – Commercial	3477.21	3392.32
Warehousing services	171.45	445.27
Vehicle Hire Charges Income	155.29	208.58
Total Revenue	**18940.39**	**14626.77**



Our established relationships with customers lead to stability of demand. Some of our top customers include MRF Limited, Express Roadways Limited, NU Vista Ltd, ARC ltd, Cannon India Private ltd, GSM Logistics, Indian Oil Corporation Limited, ITC Limited, JK Tyres & Industries Limited, KVSV Engineering Industries, Micro Labs India Private Limited, Paragon Polymers Products Private Limited, Tata Power Company Limited, Power tech electro infra private limited, ACC Limited, Ultra Tech Cement Limited, Ushayarn Limited, SBI, Avon Meters Private limited, Jindal Fibers Private Limited, Vinishma Technologies Private limited, ONGC, TVS Supply chain Solutions limited.

d) Outlook

As we all are aware, the outbreak of Covid-19 pandemic in our country during the late March, 2020 is still alive in some form or the other. Despite the best efforts at all levels, it appears as if the said pandemic has made deep inroads in our life system. It seems the pandemic is playing the game of hide n seek. Further, it has created snow-ball rolling effect on the global economy. Before, we could declare that the Covid -19 has been tackled successfully, the deadly second wave engulfed one and all, indiscriminate of any age or any other criteria for that matter. While we are collectively and parallelly combating this pandemic, we are also slowly but steadily trying to recover and restore normalcy in our economy and also our lives. We have, to a certain extent, learned to adapt and align our work culture in tune with this Covid -19. Your Company's operations are directly related to movement of people and eventually that of goods. In the situations of lockdowns and other covid induced restrictions, a logistics Company need to evaluate and adapt itself in a very dynamic manner.

Our experience during the first half of 2021-22 has helped us put in place requisite plans and measures in order to mitigate the adverse impact of lockdowns etc. Covid appropriate measures have been instituted at all our branches. Further, we are also keeping our employees apprised of the developments in the Company and have been successful in retaining their confidence in the management.

Further, the "Aatmanirbhar Bharat" programme launched by the Government of India is helping the logistics sector grow tremendously.

e) Risks and concerns

- Large scale and prolonged agitations, such as the recent Farmers agitation near Delhi Haryana borders.
- Cargo damages, personal injury claims may adversely affect the business
- Constant Increase of fuel prices.
- Lack of experienced drivers
- Increase in taxes, significantly affect profits
- The increase in the age of vehicles and an increase in the prices of new vehicles
- Fog conditions, unpredictable rains and other weather related issues.
- Natural calamities, such as cyclone, floods etc.,
- Traffic disruptions etc.
- Highly competitive industry
- Competition to attract and retain labour
- Dependency on third parties for supply of equipment and maintenance of vehicles.
- The branches (including transhipment hubs) are located at leased premises.
- Employee misconduct or errors could adversely affect our business prospects

- Increase in costs of labour
- Demand for services may decrease during an economic recession.
- Increased tensions with neighbour countries

Strengths:

- Strong network scattered through out the country
- Diversified business portfolio
- Negligible dependence on external debt
- Large fleet of owned vehicles,
- Experienced senior management
- Strong customer base
- Labour friendly policies

f) Internal Control System and their adequacy

The Company has pan India presence, having branch offices, warehouses and hubs spread in different cities and towns. Keeping the said in view, the Company has adopted policies and procedures which enables implementation of appropriate internal financial controls across the organization. It ensures orderly and efficient conduct of business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud, error reporting mechanism, accuracy and completeness of accounting records, and timely preparation of reliable financial disclosures. Internal Financial Controls are an integral part of the Risk Management Process, addressing financial and financial reporting risks. The Internal Financial Controls have been documented, digitized and embedded in the business process.

g) Discussion on financial performance with respect to operational performance

Particulars	2021-22	2020-21
Revenue from operations	18940.39	14626.77
Other Income	103.18	32.40
Finance Costs	81.57	182.07
Depreciation	341.38	406.78
PAT	421.45	219.31

As observed in the table laid above, though the performance during the FY 2021-22 increased at topline as well its bottom line, our Company reported positive figures. In absolute terms, the Company's performance improve when compared to that of previous year, nevertheless, our management deserves to be appreciated for their efforts in the backdrop of horrific conditions that have arisen on account of global

pandemic

We have achieved an operational turnover of Rs.189.40 Crore and Profit after Tax (PAT) of Rs.4.21 Crore for the FY 2021-22 as against an operational turnover of Rs.146.26 Crores and profit after tax (PAT) of Rs.2.19 Crores for the FY 2020-21.

h) Material developments in Human Resources / Industrial Relations front, including number of people employed

The recent havoc of pandemic, in the form of second wave of COVID-19, has reinforced the fact that a dedicated fleet of employees are the backbone of any organisation, especially in the case of logistics industry. To supplement the said, the Company focuses on retaining the trusted and experienced staff. The Company looks for specific skill-sets, interests and background that would be an asset for its kind of business. Manpower is a prudent mix of the experienced and young people which gives us the dual advantage of stability and growth, whereas execution of services within time and quality. The skilled resources together with our strong management team have enabled the company to successfully implement the growth plans.

The senior management is diversified and have different operational heads to support operations such as accounting, booking orders, marketing, human resource management, and field work for packing and moving, finance related activities.

Additionally, the Company employs casual labourers and temporary labourers on daily wages as drivers and other for loading / unloading of the goods according to our requirements.

Sr. No	Category	Number of employees as on 31.03.2022
1	Executive Directors *	02
2	Key Managerial Personnel (KMP)	02
3	Other employees	178
	Total	**182**

*Anjani Kumar Agarwal is the CEO & Managing Director, and Sugan Chand Sharma, is the Whole Time Director, KMPs of the Company and considered under the category of "Executive Director" only.

i) Details of significant changes (i.e. change of 25% or more as compared to the immediately previous FY) in key financial ratios, along with detailed explanations:

Sl.No	Ratios	2021-22	2020-21	Explanation
i	Debtors Turnover	3.99	3.72	Change Being Negligible, Explanation not warranted.
ii	Inventory Turnover	0.03	0.06	Inventory comprises basically of the "Packing Material, Tyres & tubes". Changes in Inventory turnover do not have any impact on the financial health of the Company.
iii	Interest Coverage Ratio	8.56	2.60	Due to increase in profit before taxes (PBT) and turnover and decrease in Interest / Finance Costs.
iv	Current Ratio	0.84	1.02	Change being less than 25%, explanation is not warranted.
v	Debt Equity Ratio	0.58	0.11	Major Focus on making Debt free Company and eventually reduce interest burden.
vi	Operating Profit Margin (%)	3.26	2.59	Due to increase in Turnover and profit before taxes (PBT).
vii	Net Profit Margin (%) or sector-specific equivalent ratios, as applicable	2.22	1.50	Due to Increase in Net Profit and Turnover.

j) Details of changes in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof

	2021-22	2020-21	Explanation
Net worth (In Lakhs)	5162.42	4740.97	Due to increase in Net profit and thereby Increasing reserves and surplus.
Return on net worth (%)	8.16	4.62	Due to Increase in Net profit and Net worth.

2. DISCLOSURE OF ACCOUNTING TREATMENT:

In the preparation of financial statements, a treatment different from that prescribed in an Accounting Standard has not been followed. The financial statements represent a true and fair view of the underlying business transactions.

3. CAUTIONARY STATEMENT

This report contains forward-looking statements extracted from reports of Government Authorities / Bodies, Industry Associations etc. available on the public domain which may involve risks and uncertainties including, but not limited to, economic conditions, government policies, dependence on certain businesses and other factors. Actual results, performance or achievements could differ materially from those expressed or implied in such forward-looking statements. This report should be read in conjunction with the financial statements included herein and the notes thereto. Further, the uncertain atmosphere created by the ongoing pandemic may render any estimates and forecasts go upside down.

For and on behalf of the Board
For **DRS DILIP ROADLINES LIMITED**

Sd/-	Sd/-
Anjani Kumar Agarwal	Sugan Chand Sharma
CEO & Managing Director	Whole Time Director
DIN: 00006982	DIN: 07064674

Place: Hyderabad
Date: 01/12/2022

Annexure – VI (i)

Information pursuant to Section 197 read with Rule 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and as amended in respect of our employees

A. The ratio of the remuneration of each director to the median employees remuneration and other details in terms of sub section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amendments thereto.

(Rs. in Lakhs)

Sr. No.	Name of Director / KMP and Designation	**Financial Year 2021-22**		
		Remuneration of Director / KMP	% increase in Remuneration	Ratio of Remuneration of each Director to median remuneration of employees
1	Mr. Anjani Kumar Agarwal (CEO & Managing Director)	17.55	Nil	8.82
2	Mr. Sugan Chand Sharma (Whole Time Director)	3.97	Nil	1.99
3.	Ms. Shamantha Dodla (Non-Executive Director)	Nil	Nil	Nil
4.	Mr. Sridharan Chakrapani *(Independent Director wef 18.10.2021)*	Nil	Nil	Nil
5.	Ms. Jonnada Vaghira Kumari *(Independent Director)*	Nil	Nil	Nil
6.	Mr. Sanjay Agarwal(CFO) (w.e.f 29.06.2021)	12.90	NA	6.48
7.	Mr. T Siva Rama Krishna (Company Secretary)	5.27	Nil	2.65

B. Percentage Increase in the median remuneration of all employees in the Financial Year 2021-22

The median annual remuneration of employees of the Company during the financial year was Rs.1,99,248. In the financial year, there was increase of 0.63 % in the median remuneration of employees.

C. Number of permanent employees on the rolls of Company as on 31st March 2022

There were 182 permanent employees (including Executive Directors and KMPs) on rolls of the Company as on March 31, 2022

D. Average percentile increase already made in the salaries of the 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 managerial remuneration

Average percentile increase already made in the salaries of the employees other than the managerial personnel in this financial year i.e., 2021-22 is 1.09 %. Whereas there is no increase in the remuneration paid to managerial personnel for the said financial year.

E. The key parameters for any variable component of remuneration availed by the directors

Not Applicable

F. Affirmation that the remuneration is as per the Remuneration Policy of the Company

Yes, it is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company:

For and on behalf of the Board of

DRS DILIP ROADLINES LIMITED

Sd/-	Sd/-
Anjani Kumar Agarwal	Sugan Chand Sharma
CEO & Managing Director	Whole Time Director
DIN: 00006982	DIN: 07064674

Place: Hyderabad
Date: 01/12/2022

Annexure-VI (ii)

(Appointment & remuneration of Managerial Personnel) Rules 2014
Details of top 10 employees (in terms of Remuneration),
other than executive Directors
Employed throughout the Year/Part of the y

Sl No.	Name of the employee	Age (Years)	Designation	Qualification	Remuneration (For FY 2021-22) in Rs.	Experience (Years)	Date of Commencement of Employment	previous Employment	Relationship with Directors /Manages	Nature of Duties of Employee	% of Share holding in Company
1.	Dayanand Agarwal (Refer Note 2 below)	23.07.1951	Head – Accountsand Finance	Under Graduate	1,500,000	43	Associated with the companysince inception	**Nil**	Father of Anjani Kumar Agarwal – CEO& Managing Director	Business	41.16
2.	Harminder Pal Singh	11/02/1969	VP Marketing	Graduate	1,413,024	30	11/Aug/2005	Indo Arya Central Transport	Not related	Marketing	0.61
3.	Debjeet Ajitkumar Mukherjee	16/06/1970	VP – Household	MBA	1,290,000	20	01/Oct/2019	INLAND	Not related	Marketing	Nil
4.	Manish Jain	02/10/1979	DGM-Karnataka	MBA	1,080,000	21	17/Aug/2012	Nissan Motors	Not related	Relocation Business	Nil
5.	Jitender Singh	04/05/1973	VP-Operations	10th	1,020,312	30	1/Jan/1991	N.A (Associated with the Company, since beginning)	Not related	Operations	Nil

6.	M.Nagaeswara Rao	29/06/1971	GM-Business	Graduate	1,020,000	27	17/Dec/2018	TCI	Not related	Business	0.05
7	Srinivas.M	02/08/1964	GM-Relocation	MBA	792,000	32	11/Nov/2014	Kadevi Industries	Not related	Relocation Business	Nil
8	Raman Kishore	26/08/1975	GM- IT	Graduate	785,052	22	1/May/2000	Aptech Comupter Education	Not related	IT	0.17
9	Rajesh Chaturvedi	5/Sep/1971	DGM-TN	MBA	6,55,488	27	18.05.2006	Arc India Ltd	Not Related	Marketing	Nil
10	Gigy Idiculla	20/04/1970	DGM- Kerala	Graduate	5,40,000	30	28/Oct/2004	Berger Paints	Not related	Relocation Business	Nil

Notes*:*1. All the aforementioned employees are permanent on the rolls of the Company and contractually employed by the Company.

2. Mr. Dayanand Agarwalholds 41.16% equity shares in the Company and draws a remuneration that is in excess of remuneration drawn by the Whole Time Director of the company (Mr. Sugan Chand Sharma) – *disclosure pursuant to Rule 5 (2) (iii) of Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014*

For and on behalf of the Board of
DRS DILIP ROADLINES LIMITED

Sd/-
Anjani Kumar Agarwal
CEO & Managing Director
DIN: 00006982

Sd/-
Sugan Chand Sharma
Whole Time Director
DIN: 07064674

Place: Hyderabad
Date: 01/12/2022

Annexure - VII

Policy for selection of Directors and determining Directors Independence

1. **Introduction**:

1.1 DRS Dilip Roadlines Limited (DRS) believes that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. Towards this, DRS ensures constitution of the Board of Directors with required composition, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.

1.2 DRS recognize the importance of Independent Directors in achieving the effectiveness of the Board.

2. Scope:

2.1 This Policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as Independent Directors of the Company.

3. Terms and References:

In this Policy, the following terms shall have the following meanings:

3.1 **"Director"** means a Director appointed to the Board of the Company.

3.2 **"Nomination and Remuneration Committee"** means the Committee constituted by DRS Dilip Roadlines Limited's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and as reconstituted from time time.

3.3 **"Independent Director"** means a Director referred to in sub-section (6) of Section 149 of the Companies Act, 2013.

4. Policy:

4.1 **Qualifications and Criteria**

4.1.1 The Nomination and Remuneration (NR) Committee and the Board shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience that are relevant for the Company's operations.

4.1.2 In evaluating the suitability of individual Board members, the Nomination and Remuneration Committee may take into account factors, such as:

- General understanding of the Industry vis a vis Company's business perspective;
- Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

4.1.3 The proposed appointee shall also fulfill the following requirements:

- Shall possess a Director Identification Number;
- Shall not be disqualified under the Companies Act, 2013;
- Shall give his written consent to act as a Director;
- Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
- Shall disclose his concern or interest in any Company or Companies or Bodies Corporate, Firms including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013 and other relevant laws.

4.1.4 The NR Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

4.2 Criteria of Independence

4.2.1 The NR Committee shall assess the independence of Directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.

4.2.2 The criteria of independence, as laid down in Companies Act, 2013, are as below:

An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director:

a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;

b. (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
(ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;

c. who has or had no pecuniary relationship, other than remuneration as such director or having transaction not exceeding ten per cent. of his total income or such amount as may be prescribed. with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;;

d. none of whose relatives—

(i) is holding any security of or interest in the company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year:

Provided that the relative may hold security or interest in the company of face value not exceeding fifty lakh rupees or two per cent. of the paid-up capital of the company, its holding, subsidiary or associate company.

(ii) is indebted to the company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;

(iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, during the two immediately preceding financial years or during the current financial year; or

(iv) has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii);

e. who, neither himself nor any of his relatives—

(i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

Provided that in case of a relative who is an employee, the restriction under this clause shall not apply for his employment during preceding three financial years.

(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—

(A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

(B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;

(iii)holds together with his relatives two per cent. or more of the total voting power of the company; or

(iv) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate

company or that holds two per cent. or more of the total voting power of the company; or

f. shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, corporate social responsibility or other disciplines related to the Company's business.

g. shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013.

h. who is not less than 21 years of age.

4.2.3 The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

4.3 Other directorships / committee memberships

4.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as directors of the Company. The NR Committee shall take into account the nature of and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

4.3.2 A Director shall not serve as a Director in more than 20 companies of which not more than shall be 10 Public Limited Companies.

For and on behalf of the Board of
DRS DILIP ROADLINES LIMITED

Sd/-	Sd/-
Anjani Kumar Agarwal	Sugan Chand Sharma
CEO & Managing Director	Whole Time Director
DIN: 00006982	DIN: 07064674

Place: Hyderabad
Date: 01/12/2022

Annexure - VIII

Remuneration Policy for Directors, Key Managerial Personnel and other employees

1. Introduction:

DRS Dilip Roadlines Limited (DRS) recognizes the importance of aligning the business objectives with specific and measureable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:

a) Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate employees to run the company successfully.
b) Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
c) Ensuring that remuneration is based on such parameters reflecting short and long term performance objectives appropriate to the working of the company and its goals.

2. Scope:

This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

3. Terms and References:

In this Policy, the following terms shall have the following meanings:

3.1 "Director" means a director appointed to the Board of the company.

3.2 "Key Managerial Personnel" means

(I) the Chief Executive Officer or the Managing Director or the Manager;

(ii) the Company Secretary;

(iii) the Whole-time Director;

(iv) the Chief Financial Officer; and

(v) such other officer as may be prescribed under the Companies Act, 2013

3.3 Nomination and Remuneration Committee" means the committee constituted by the Board of Directors of DRS Dilip Roadlines Limited in accordance with the provisions of Section 178 of the Companies Act, 2013.

4. Policy:

4.1 Remuneration to Executive Directors and Key Managerial Personnel

4.1.1 The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.

4.1.2 The Board, on the recommendation of the Nomination and Remuneration Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.

4.1.3 The remuneration structure to the Executive Directors and Key Managerial Personnel may include the following components:

(i) Basic Pay

(ii) Perquisites and Allowances

(iii) Commission (Applicable in case of Executive Directors)

(iv) Retiral benefits

(v) Annual Performance Bonus

4.2 Remuneration to Non-Executive Directors

The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders, if any.

4.3 Remuneration to other employees

Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experienceand prevailing remuneration levels for equivalent jobs.

For and on behalf of the Board of
DRS DILIP ROADLINES LIMITED

Sd/-	Sd/-
Anjani Kumar Agarwal	Sugan Chand Sharma
CEO & Managing Director	Whole Time Director
DIN: 00006982	DIN: 07064674

Place: Hyderabad
Date: 01/12/2022

Annexure - IX

Whistleblower Policy

As referred in the Directors Report and the Report on Corporate Governance, the Company has framed and adopted the Whistleblower policy that covers our directors and employees. The policy is subject to need based review and modifications, if required, from time to time. The Policy, as applicable currently, is laid hereunder and is also posted on our website **www.drsindia.in**

Scope and purpose:

DRS Dilip Roadlines Limited (DRS) is committed to complying with the foreign and domestic laws that apply to it, satisfying the Company's Code of Conduct and particularly to assuring that business is conducted with integrity and that the Company's financial information is accurate. If potential violations of Company policies or applicable laws are not recognized and addressed promptly, both the Company and those working for or with the Company could face governmental investigation, prosecution, fines, and other penalties. That may have cascading impact and may prove fatal. Consequentially, and to promote the highest ethical standards, the Company will maintain a workplace that facilitates the reporting of potential violations of Company's policies and applicable laws. Employees must be able to raise concerns regarding such potential violations easily and free of any fear of retaliation. That is the purpose of this policy (the 'Policy' or the 'Vigil Mechanism and Whistle Blower Policy'). You are required to read this Policy and acquaint yourself with the same.

Report at the earliest - Nip at the bud

Everyone is required to report to the Company any suspected violation of any law that applies to the Company and any suspected violation of the Company's Code of Conduct. It is important that you report all suspected violations. This includes possible accounting or financial reporting violations, insider trading, bribery, harassment, discrimination in your employment etc.

It is the policy of the Company that you must, when you reasonably suspect that a violation of an applicable law or the Company's Code of Conduct has occurred or is occurring, report that potential violation. Reporting is crucial for early detection, proper investigation and remediation, and deterrence of violations of Company's policies or applicable laws. You should not fear any negative consequences for reporting reasonably suspected violations because retaliation for reporting suspected violations is strictly prohibited by Company policy. Failure to report any reasonable belief that a violation has occurred or is occurring is itself a violation of this Policy and such failure will be addressed with appropriate disciplinary action, including possible termination of employment.

How & Where to Report

You must report all suspected violations to (i) your immediate supervisor; (ii) the nodal officer, i.e., the Company Secretary; at or (iii) anonymously, by sending an email to: investors@drsindia.in

If you have reason to believe that your immediate supervisor or the Company Secretary is involved in the suspected violation, your report may be made to the Chairman of the Audit Committee at:

Chairman, Audit Committee, DRS Dilip Roadlines Limited, 306, Kabra Complex, 61, MG Road Secunderabad. Pin 500 003

Because you have several means of reporting, you need never report to someone you believe may be involved in the suspected violation or from whom you would fear retaliation.

Your report should include as much information about the suspected violation as you can provide. Where possible, it should describe the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred. Where you have not reported anonymously, you may be contacted for further information.

Post reporting Investigation

All reports under this Policy will be promptly and appropriately investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment. If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company's policy.

Zero - Retaliation policy

No one may take any adverse action against any employee for complaining about, reporting, or participating or assisting in the investigation of, a reasonably suspected violation of any law, this Policy, or the Company's Code of Conduct and Ethics. The Company takes reports of such retaliation seriously. Incidents of retaliation against any employee reporting a violation or participating in the investigation of a reasonably suspected violation will result in appropriate disciplinary action against anyone responsible, including possible termination of employment. Those working for or with the Company who engage in retaliation against reporting employees may also be subject to civil, criminal and administrative penalties.

Modification

The Audit Committee or the Board of Directors of DRS can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with national, state or local regulations and / or accommodate organizational changes within the Company.

For and on behalf of the Board of
DRS DILIP ROADLINES LIMITED

Sd/-	Sd/-
Anjani Kumar Agarwal	Sugan Chand Sharma
CEO & Managing Director	Whole Time Director
DIN: 00006982	DIN: 07064674

Place: Hyderabad
Date: 01/12/2022

Independent Auditor's Report

To the Members of DRS Dilip Roadlines Limited (formerly DRS Dilip Roadlines Private Limited)
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the Standalone Financial Statements of DRS Dilip Roadlines Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2022, and the Statement of Profit and Loss, and the Cash Flow Statement for the year ended, and notes to the Standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its profit, and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significant in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the Standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in Annual report but does not include the Standalone financial statements and our auditor's report thereon. The Directors Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the Standalone 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 Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial

Statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Directors report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Board of Directors.

Responsibilities of Management and Those Charged with Governance for the Standalone 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 Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. 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 accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, the Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone 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 Standalone Financial Statements.

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

• Identify and assess the risks of material misstatement of the Standalone 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.

• Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of

the Act, 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.

• Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

• 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 auditor's report to the related disclosures in the Standalone 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 auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

• Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. 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 Standalone Balance Sheet, the Standalone Statement of Profit and Loss and the Standalone Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid Standalone Financial Statements comply with Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

(g)In our opinion, and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provision of section 197 of the Act.

(h) 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements (Refer Note No.28 of the Standalone Financial Statements);

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. No dividend was declared or paid during the year by the Company.

2. 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 Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Ramanatham & Rao
Chartered Accountants
(Firm's Registration No. 002934S)

Sd/-
K. Sreenivasan
Partner
Membership No:206421

UDIN: 22206421AJVAGY5443

Place: Secunderabad
Date: 28.05.2022

Annexure "A" to the Independent Auditor's Report

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

Report on the Internal Financial Controls Over Financial Reporting 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 **DRS Dilip Roadlines Limited** as of 31 March 2022 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls 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 ('ICAI'). 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 Act.

Auditor's 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 prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2022, 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 Ramanatham & Rao
Chartered Accountants
(Firm’s Registration No. 002934S)

Sd/-
K. Sreenivasan
Partner
Membership No:206421

UDIN: 22206421AJVAGY5443

Place: Secunderabad
Date: 28.05.2022

Annexure "B" to the Independent Auditor's Report

With reference to Paragraph 2 under 'Report on Other Legal Regulatory Requirements' section of our report to the Members of the Company, we report that

i.	In respect of the Company's Property, Plant and Equipment:		
	(a)	(A)	The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
		(B)	Company does not have intangible assets, hence reporting under clause 3(a)(B) of the Order is not applicable to the Company
	(b)		The Property, Plant and Equipment have been physically verified by the management in a periodical manner, which in our opinion is reasonable, having regard to the size of the Company and the nature of its business. No material discrepancies were noticed on such verification.
	(c)		According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the Standalone Financial Statements are held in the name of the Company.
	(d)		The Company has not revalued any of its Property, Plant and Equipment during the year.
	(e)		No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
ii.	(a)		Physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion, the coverage, frequency and procedure of such verification is reasonable and adequate in relation to the size of the Company and the nature of its business. The discrepancies noticed on verification between the physical stocks and the book records were not exceeding 10% or more in the aggregate for each class of inventory.
	(b)		The Company is sanctioned working capital limits in excess of Rs.5 Crore from banks on the basis of security of current assets. Further, the quarterly returns or statements filed by the Company with such banks are not in agreement with the books of account of the Company. The differences identified are;

(Amount in Lakhs)

Particulars	Quarter 1	Quarter 2	Quarter 3	Quarter 4
Debtors as per Books	844.88	1063.16	971.30	914.02
Debtors as per statement Submitted to the Bank	1224.00	1143.00	1359.00	1501.92

		Differences	**379.12**	**79.84**	**387.70**	**587.90**
		Reasons	Difference is on account consignments in transit and consignments not manifested(Bill).			

iii.	The Company has made investments, granted unsecured loan to one party, the company has not provided any guarantee or security	
	a)(A)	The aggregate loans made during the year is Rs.860.83 lakhs and balance outstanding at balance sheet date is Rs.860.83 lakhs with respect to such loans to subsidiary.
	a)(B)	Company has not granted loans or advances and guarantees or security to parties other than subsidiary, hence reporting under clause (3)(a)(B) is not applicable.
	b)	In our opinion, the investments made and the terms and conditions of the grant of loans, during the year are, prima facie, not prejudicial to the Company's interest.
	c)	In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are generally been regular as per stipulation.
	d)	In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
	e)	No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
	f)	The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year.
iv.	The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted and investments made, as applicable.	
v.	The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.	
vi.	The maintenance of cost records has not been specified by the Central Government under subsection (1) of section 148 of the Companies Act, 2013 for the business activities carried	

		out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
vii.		In respect of statutory dues:
	a)	In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, duty of Customs, Cess and other material statutory dues applicable to it with the appropriate authorities.
		There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, duty of Custom, Cess and other material statutory dues in arrears as at March 31, 2022 for a period of more than six months from the date they became payable, except Rs. 1,76,045/- towards professional tax.
	b)	Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2022 on account of disputes are given below:

Name of the Statute	Nature of the Dues	Amount(In Lakhs)	Amount Not Deposited (In Lakhs)	Period to which the Amount Relates	Forum where dispute is pending
Income Tax act 1961	Income Tax	13.73	12.66	AY 2012-13	ITAT

viii.		There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
ix.	a)	The Company has not defaulted in repayment of loans or other borrowings and in the payment of interest thereon to any lender.
	b)	The Company has not been declared wilful defaulter by any bank or financial institution or other lender.
	c)	According to the information and explanations given to us and procedures performed by us, we report that the Company has applied the term loans for the purpose for which the loans were obtained.
	d)	On an overall examination of the Standalone Financial Statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
	e)	The Company has not taken any funds from any entity or person to meet the obligations of its subsidiary, hence reporting under clause ix(e) of the order is not applicable.
	f)	The Company during the year have not taken raised any funds on the pledge of securities of its subsidiary, hence reporting under clause ix(f) of the order is not applicable.

x.	a)	The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
	b)	During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally convertible) and hence reporting under clause 3(x)(b) of the Order is not applicable.
xi.	a)	In our opinion and based on our examination and enquiries with the management, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
	b)	No report under sub-section (12) of section 143 of the Companies Act is required to be filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
	c)	As represented to us by the management, there are no whistle blower complaints received by the company during the year.
xii.	The Company is not a Nidhi Company and hence reporting under clause 3(xii)(a) to (c) of the Order is not applicable.	
xiii.	In our opinion, the Company is in compliance with Section 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards. And Section 177 of the Companies Act, 2013 for its compliance on Audit committee Requirements.	
xiv.	a)	In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
	b)	We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
xv.	In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.	
xvi.	a)	The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) and (b) of the Order is not applicable.
	b)	There is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(c) and (d) of the Order is not applicable.
xvii.	The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.	
xviii.	There has been no resignation of the statutory auditors of the Company during the year.	

xix.	On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial Statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not 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. We, however, state that 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.	In our opinion, the provisions of Section 135 of the Act are not applicable to the Company and hence reporting under clause (xx) (a) and (b) of the Order are not applicable.

For Ramanatham & Rao
Chartered Accountants
(Firm's Registration No. 002934S)

Sd/-
K. Sreenivasan
Partner
Membership No:206421

UDIN: 22206421AJVAGY5443

Place: Secunderabad
Date: 28.05.2022

(Rs. in Lakhs)

DRS DILIP ROADLINES LIMITED

BALANCE SHEET AS AT 31ST March, 2022

Particulars	Notes	31.03.2022	31.03.2021
Equity and Liabilities:			
Shareholders' Funds:			
a) Share Capital	2	1,506.24	1,506.24
b) Reserves and Surplus	3	3,656.18	3,234.73
Non Current Liabilities:			
a) Long -Term Borrowings	4	483.51	529.75
b) Deffered Tax Liabilites (net)	5	132.02	110.74
c) Long -Term Provisions	6	88.36	85.10
Current Liabilites:			
a) Short -Term Borrowings	7	244.58	621.00
b) Trade Payables			
i)Total outstanding dues of micro enterprises and small enterprises		159.87	-
ii)Total outstanding dues of creditors other than micro enterprises & small enterprises	8	231.27	189.04
c) Other Current Liabilities	9	1,880.74	1,024.28
d) Short Term Provisions	10	22.89	11.20
Total		**8,405.66**	**7,312.08**
Assets:			
Non-Current Assets:			
a) Property, Plant and Equipment and Intangible assets			
-Property, Plant and Equipment	11	4,310.54	4,472.32
b) Non Current Investments	12	138.44	-
c) Long Term Loans and Advances	13	1,817.03	956.19
d) Other Non-Current Assets	14	8.85	-
Current Assets:			
a) Inventories	15	41.26	31.56
b) Trade receivables	16	914.02	910.84
c) Cash and Cash Equivalents	17	868.81	464.55
d) Short -Term Loans and advances	18	253.24	413.28
e) Other Current Assets	19	53.47	63.34
Total		**8,405.66**	**7,312.08**

Significant Accounting policies 1

The Notes referred to above and the statement on significant accounting policies form an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board

For Ramanatham & Rao	**Sd/-**	**Sd/-**
Chartered Accountants	**Anjani Kumar Agarwal**	**Sugan Chand Sharma**
	CEO & MD	**Wholetime Director**
Sd/-	**DIN:00006982**	**DIN: 07064674**
K Sreenivasan	**Sd/-**	**Sd/-**
Partner	**Sanjay Kumar Agarwal**	**T.Sivarama Krishna**
M No: 206421	**CFO**	**Company Secretary**
Place: Secunderabad	**PAN: AFBPA1820J**	**PAN: ANRPT1072F**
Date: 28.05.2022		
UDIN: 22206421AJVAGY5443		

(Rs. in lakhs)

DRS DILIP ROADLINES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st March, 2022

S.No.	Particulars	Note	31.03.2022	31.03.2021
I	Revenue from Operations	20	18,940.39	14,626.77
II	Other Income	21	103.18	32.40
III	**Total Revenue (I+II)**		**19,043.57**	**14,659.17**
IV	**EXPENSES:**			
	Operating Expenses	22	15,908.51	11,231.07
	Employee Benefits expense	23	605.33	652.95
	Finance Costs	24	81.57	182.07
	Depreciation	11	341.38	406.78
	Other Expenses	25	1,490.12	1,895.49
	Total Expenses		**18,426.91**	**14,368.36**
V	**Profit before tax (III-IV)**		**616.66**	**290.81**
VI	**Tax Expense**			
	Current Tax		158.36	48.42
	Earlier year Taxes		15.57	(23.64)
	Deferred Tax		21.29	47.22
VII	**Profit after Tax (V-VI)**		**421.45**	**218.31**
VIII	Earnings Per share (Fv of Rs 10/- each)	26		
	Basic		2.80	1.45
	Diluted		2.80	1.45

Significant Accounting policies **1**

The Notes referred to above and the statement on significant accounting policies form an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board

For Ramanatham & Rao
Chartered Accountants

Sd/-
K Sreenivasan
Partner
M No: 206421
Place: Secunderabad
Date: 28.05.2022
UDIN: 22206421AJVAGY5443

Sd/-
Anjani Kumar Agarwal
CEO & MD
DIN:00006982

Sd/-
Sanjay Kumar Agarwal
CFO
PAN: AFBPA1820J

Sd/-
Sugan Chand Sharma
Wholetime Director
DIN: 07064674

Sd/-
T.Sivarama Krishna
Company Secretary
PAN: ANRPT1072F

DRS DILIP ROADLINES LIMITED

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022 (Rs. in lakhs)

Particulars	31.03.2022	31.03.2021
A) CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before Tax	616.66	290.81
Adjustment for :		
Depreciation	341.38	406.78
Finance Costs	81.57	182.07
Balances Written off / adjusted	67.23	180.85
Operating Profit Before Working Capital Changes	**1,106.84**	**1,060.51**
Changes in Working Capital		
(Increase)/Decrease in Inventories	(9.71)	43.75
(Increase)/Decrease in Trade receivables	(70.41)	193.54
Increase/(Decrease) in Trade Payables	202.11	(157.90)
Increase/(Decrease) in Provisions	14.95	(13.10)
Increase/(Decrease)Other Curent Assets	9.87	(6.78)
Increase/(Decrease)Short Term Loans and Advances	160.03	1,095.00
Increase/(Decrease) in Other Liabilities	682.54	(709.43)
Cash Generated from Operations	**2,096.22**	**1,505.59**
Less: Taxes Paid	-	-
Net Cash Flow from Operating Activities	**2,096.22**	**1,505.59**
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Property, Plant and Equipment	(179.60)	(1.21)
(Increase)/Decrease in Fixed Deposits	(8.85)	
(Increase)/Decrease in Long term loans and advances	(860.83)	37.28
Investment in Shares and mutual funds	(138.44)	-
Decrease/(Increase) in Capital Work in Progress	-	44.54
Net Cash Flow/(Used) from(In) Investing Activities	**(1,187.73)**	**80.61**
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds / (Repayment) from long term borrowings	(194.09)	(422.85)
Proceeds / (Repayment) from short term borrowings	(228.57)	(596.04)
Finance Costs	(81.57)	(182.08)
Net Cash Flow/(Used) from/(In) Financing Activities	**(504.23)**	**(1,200.97)**
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	**404.26**	**385.23**
Cash and Cash Equivalents at the beginning of the year	**464.55**	**79.32**
Cash and Cash Equivalents at the end of the year	**868.81**	**464.55**

The Cash Flow Statement has been prepared as per indirect method as set out in Accounting Standard-3 "Cash Flow Statement"

As per our report of even date
For Ramanatham & Rao.,
Chartered Accountants

Sd/-
K Sreenivasan
Partner
M No: 206421
Place: Secunderabad
Date: 28.05.2022
UDIN:
22206421AJVAGY5443

For and on behalf of the Board
Sd/-
Anjani Kumar Agarwal
CEO & MD
DIN:00006982

Sd/- **Sd/-**
Sugan Chand Sharma **Sanjay Kumar Agarwal**
Whole Time Director **CFO**
DIN:07064674 **PAN:AFBPA1820J**

Sd/-
T.Sivarama krishna
Company Secretary
PAN: ANRPT1072F

DRS DILIP ROADLINES LIMITED

Note 1 : Significant Accounting Policies

1) Basis of Preparation:

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ("Indian GAAP") to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis.

2) Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue from transportation of goods and handling activities are recognized when shipments are manifested and represent amounts invoiced, net of GST. Revenue from warehousing is recognized at the end of every month on the basis of terms and conditions of arrangement with respective customers.

3) Property Plant and Equiptment:

Property, Plant & Equipment are stated at cost of acquisition, including any attributable cost for bringing the asset to its working condition for its intended use, less accumulated depreciation and impairment loss. Depreciation on tangible assets is calculated on a straight-line basis as per the rates prescribed under Schedule II of the Companies Act, 2013.

4)Depreciation:

Depreciation is provided on a straight line basis over the useful lives of assets, which is as stated in Schedule II of Companies Act 2013 or based on technical estimate made by the Company.

5) Borrowing Cost:

Borrowing costs relating to acquisition of Property, Plant and Equipment which takes substantial period of time to get ready for its intended use are included to the extent they relate to the period till such assets are ready to be put to use. All other borrowing costs are charged to revenue. Borrowing costs consist of interest and financial costs the company incurs on its borrowed capital.

6) Inventories:

Items of inventories are measured at cost after providing for obsolescence, if any. Cost comprises of cost of purchase, cost of conversion, and other costs incurred in bringing the inventories to the present location and condition.

7) Employee Benefits:

a) Retirement benefits in the form of Provident Fund are defined contribution scheme and contributions in respect of such scheme are recognized in the books of account.

b) Gratuity liability is a defined benefit obligation and provided on the basis of independent actuarial valuation on projected unit credit method made at the end of the year.

8) Taxes on Income:

a) Current tax is determined as the amount of tax payable in respect of estimated taxable income for the year.

b) Deferred tax is recognized for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date

9) Provisions , Contingent Assets and Contingent Liabilities:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are disclosed when the Company has possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation. Contingent Assets are neither recognized nor disclosed in the financial statements.

10) Use of Estimates:

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets, liabilities, revenues and expenses. The estimates used in preparation and presentation of financial statements are prudent and reasonable. Actual results could differ from estimates. Any revision of accounting estimates is recognized prospectively in the current and future periods.

11) Impairment:

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss will be recognized if the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is greater of asset's net selling price and value in use. In assessing the value in use, the estimated future economic benefits are discounted to the present value at the weighted average cost of capital.

12) Earnings per Share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all period presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, which have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the affects of all dilutive potential equity shares.

13) Foreign Currency Transactions:

Initial Recognition - Transactions in foreign currency are recorded at the rate of exchange prevailing on the date of transaction.

Conversion - Foreign currency Monetary items are reported using the Closing rate. Non-Monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Exchange Differences - Exchange differences arising on settlement of Monetary items or on reporting of Monetary items at rates different from those at which they were initially recorded during the period or reported in previous financial statements are recognized as Income or Expense in the period in which they arise. Exchange differences arising in respect of Fixed Assets acquired from outside India are adjusted to the carrying amount of fixed assets.

14) Investments

Long Term investments are stated at cost of acquisition, provision for diminution is made if such diminution is considered other than temporary in nature.

DRS DILIP ROADLINES LIMITED

Notes to Financial Statements for the year ended 31st March, 2022

Note 2: Share Capital **Rs. In Lakhs**

Particulars	31.03.2022	31.03.2021
Authorised 1,70,00,000 Equity Shares of Rs.10/- each (P.Y 1,70,00,000 Equity Shares of Rs.10/- each)	1,700.00	1,700.00
Issued , Subscribed and Paidup 1,50,62,403 Equity Shares of Rs.10/- each (P.Y 1,50,62,403 Equity Shares of Rs.10/- each)	1,506.24	1,506.24
Total	**1,506.24**	**1,506.24**

2.1 Reconciliation of shares outstanding at the beginning and at the ending of the year

Particulars	31.03.2022		31.03.2021	
	No of Shares	Rs. In Lakhs	No of Shares	Rs. In Lakhs
Number of Shares at the beginning of the year	15,062,403	1,506.24	15,062,403	1,506.24
Add: Shares issued during the year	-	-	-	-
Number of Shares at the end of the year	15,062,403	1,506.24	15,062,403	1,506.24

2.2 The details of shareholders holding more than 5% equity shares

Name of the shareholder	31.03.2022		31.03.2021	
	No of shares	% of holding	No of shares	% of holding
Dayanand Agarwal	6,199,907	41.16	6,199,907	41.16
Anjani Kumar Agarwal	2,664,450	17.69	2,664,450	17.69
Sanjay Kumar Agarwal	1,997,950	13.26	1,997,950	13.26

2.3 Rights, Preferences and Restrictions attached to equity shares

The Company has only one class of equity shares having face value of Rs.10 each. Each shareholder of Equity share is entitled to one vote per share. The company declares and pays dividends in Indian Rupees.

In the event of liquidation of the Company, the equity shareholders will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

2.4 Promoter's Shareholding **March 31,2022**

Shares held by promoters at the end of the year			% Change During the Year
Name of the Promoter	**No of Shares**	**%Of Total Shares**	
Dayanand Agarwal	6,199,907	41.16	-
Anjani Kumar Agarwal	2,664,450	17.69	-
Sanjay Kumar Agarwal	1,997,950	13.26	-
Total	**10,862,307**	**72.12**	

March 31,2021

Shares held by promoters at the end of the year	No of Shares*	%Of Total Shares**	% Change During the Year
Name of the Promoter			
Dayanand Agarwal	6,199,907	41.16	-
Anjani Kumar Agarwal	2,664,450	17.69	-
Sanjay Kumar Agarwal	1,997,950	13.26	-
Total	**10,862,307**	**72.12**	

2.5 The Company had issued bonus shares of 38,54,403 in the ratio of 11:20 i.e. eleven equity shares for every 20 shares held by the shareholders by capitalising securities premium on 01.07.2018.

Note 3: Reserves and Surplus **(Rs. In Lakhs)**

Particulars	31.03.2022	31.03.2021
a) Securities Premium	**2,745.36**	**2,745.36**
b) Surplus in Statement of Profit and Loss		
Opening balance	489.37	270.56
Add: Profit for the year	421.45	218.81
Closing balance	**910.82**	**489.37**
Total (a+b)	**3,656.18**	**3,234.73**

Note 4: Long Term Borrowings		
Particulars	**31.03.2022**	**31.03.2021**
Secured Loans:		
Term Loans - Vehicles:		
From Banks	476.02	501.31
From Financial Institutions	7.49	28.44
Total	**483.51**	**529.75**

4.1: Term Loans Vehicles, from Banks represent loans taken from ICICI Bank Ltd and IDFC First Bank Ltd.

a) Term Loans from ICICI Bank Ltd are secured by hypothecation of vehciles carrying average rate of interest of

9.58%.

b) Term Loan from IDFC First Bank Ltd is secured by hypothecation of properties of Relatives (Sashikala Agrawal W/O Dayanand Agarwal (Promoter) and Sanjay Agarwal S/o Dayanand Agarwal (Promoter) of directors carrying interest rate of 8.5%

4.2: Term loans from financial institution represent loan from sundaram finance Ltd carrying interest rate of 9.27% which are secured
by hypothecation of vehicles.

4.3: Maturity profile of Term Loans

Particulars	2022-2023	2023 - 2024	2024 - 2025	2025-2026
	Rs.	Rs.	Rs.	Rs.
From Banks:				
ICICI BANK LIMITED	103.87	34.41	17.89	-
IDFC FIRST BANK LIMITED	113.25	123.26	134.16	166.29
From Financial Institutions:				
SUNDARAM FINANCE LIMITED	26.74	7.49	-	-
Total	**243.86**	**165.16**	**152.05**	**166.29**

Note 5: Deferred Tax Liabilities(net)

Particulars	31.03.2022	31.03.2021
Deferred tax liabilities:		
on account of depreciation	173.49	150.03
Deferred tax assets:		
on account of employee benefits	41.47	39.29
Deferred tax liabilities (net)	**132.02**	**110.74**

Note 6: Long-Term Provisions

Particulars	31.03.2022	31.03.2021
Provision for Employee Benefits:		
Gratuity	88.36	85.10
Total	**88.36**	**85.10**

Note 7: Short Term Borrowings

Particulars	31.03.2022	31.03.2021
Current Maturities of long term debt (Refer Note 4.3)	243.86	391.71
Secured Loans :		
Loans Repayable on demand		
From Banks -	-	188.11
Debit Balance in Current Account	0.71	41.18
Total	**244.58**	**621.00**

Note 7A: Differences in stock / Debtors Statement Submitted to Banks/Financial Statements with Books of Accounts

Particulars	Quarter1	Quarter2	Quarter3	Quarter4
Debtors/stocks as per Books	844.88	1,063.16	971.30	914.02
Debtors/Stocks Submitted to the Banks or financial Institutions	1,224.00	1,143.00	1,359.00	1,501.92
Differences	379.12	79.84	387.70	587.90
Reasons for Differences	Difference is on account of consignments in transit and consignments not manifested (Bill)			

Note 8: Trade Payables

Particulars	31.03.2022	31.03.2021
i)Total outstanding dues of micro enterprises and small enterprises	159.88	-
ii)Total outstanding dues of creditors other than micro enterprises and small enterprises	231.27	189.04
Total	**391.14**	**189.03**

Trade payables ageing schedule: **31.03.2022**

Particulars	Outstanding for following periods from due date of payment				
	Less than < 1 Year	More than > 1 Up to 2 Years	2-3 Years	More Than 3 Years	Total
i) MSME	159.88		-	-	159.88
ii) Others	226.27	5.00	-	-	231.27
iii) Disputed Dues-MSME	-	-	-	-	-
IV) Disputed Dues-Others	-	-	-	-	-
Total	**386.15**	**5.00**	**-**	**-**	**391.15**

Trade payables ageing schedule: **31.03.2021**

Particulars	Outstanding for following periods from due date of payment				
	Less than < 1 Year	More than > 1 Up to 2 Years	2-3 Years	More Than 3 Years	Total
i) MSME	-	-	-	-	-
ii) Others	189.04	-	-	-	189.04
iii) Disputed Dues-MSME	-	-	-	-	-
IV) Disputed Dues-Others	-	-	-	-	-
Total	**189.04**	**-**	**-**	**-**	**189.04**

Note 9: Other Current Liabilities

Particulars	31.03.2022	31.03.2021
Rental Deposits	25.20	47.42
Statutory Liabilities	18.46	97.59
Creditors for Expenses	1,541.47	720.07
Expenses Payable	119.30	20.95
Employee Benefits Payable	134.82	131.85
Advance Received from Customers	6.11	6.40
Provision for Income Tax (Net of TDS Receivable)	35.38	-
Total	**1,880.74**	**1,024.28**

Note 10: Short-Term Provisions

Particulars	31.03.2022	31.03.2021
Provision for Employee Benefits		
Gratuity	22.89	11.20
Total	**22.89**	**11.20**

Note 11: Property, Plant and Equipment **(Rs. In Lakhs)**

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK AS AT	
	Gross Block as at 01.04.2021	Additions during the year	Sales / adjustments	Gross Block as at 31.03.2022	Up to 01.04.2021	For the year	On deletion /Adjustment	Up to 31.03.2022	As at 31.03.2022	As at 31.03.2021
Land	805.13	-	-	805.13	-	-	-	-	805.13	805.13
Buildings	3,167.52	-	-	3,167.52	662.22	105.58	-	767.80	2,399.72	2,505.31
Lease Hold - Buildings	813.38	-	-	813.38	101.67	87.60	-	189.27	624.10	711.70
Electrical Installations	1.68	-	-	1.68	1.18	0.17	-	1.34	0.34	0.50
Plant and Machinery	0.67	-	-	0.67	0.31	0.04	-	0.36	0.31	0.36
Office Equipment	6.21	-	-	6.21	3.48	1.07	-	4.55	1.67	2.74
Furniture and fixtures	6.83	-	-	6.83	2.25	0.65	-	2.90	3.93	4.57
Computers	1.12	3.52	-	4.64	0.30	0.82	-	1.12	3.52	0.82
Trucks	866.77	99.24	-	966.01	448.54	140.21	-	588.75	377.27	418.23
Two wheelers	6.55	-	-	6.55	5.29	0.62	-	5.91	0.64	1.26
Cars	33.24	76.50	-	109.73	12.85	4.46	-	17.32	92.41	20.39
Air conditioners	1.60	0.34	-	1.96	0.29	0.16	-	0.46	1.50	1.31
Grand Total	**5,710.70**	**179.60**	**-**	**5,890.31**	**1,238.38**	**341.38**	**-**	**1,579.77**	**4,310.54**	**4,472.32**
Previous year	**9,605.52**	**1.21**	**3,896.02**	**5,710.70**	**4,727.63**	**406.78**	**3,896.03**	**1,238.38**	**4,472.32**	**4,877.89**

(Rs. In Lakhs)

Note 12: Non Current Investments		
Particulars	**31.03.2022**	**31.03.2021**
A) Investments in Equity shares	**Rs.**	**Rs.**
I) In Wholly Owned Subsidiary Company		
DRS Cargo Movers Private Limited (11,84,300 Equity Shares (P.Y Nil) having face value Rs.10/- each Fully paid)	23.69	-
II) Others		
1) M/s. QB Health Technologies Private Limited (811 Equity Shares (P.Y Nil) having face value Rs.10/- each fully paid)	92.22	-
2) M/s. Climber Knowledge & Careers Private Limited (92 Shares of Compulsory Convertible Preference Share(P.Y Nil) having face Value Rs.10 Fully Paid)	5.00	-
B) Investment in Mutual Funds:		
1) Axis Growth Opportunities Fund (7591 units (P.Y Nil) at a price of Rs.19.76/ and NAV as on 31/03/2022 is Rs. 20.61/-- Large and midcap fund)	1.50	-
2) Blue Smart Mobility Private Limited (100 Units(P.Y Nil) at a price of Rs.4994/ - Class 'D' units)	4.99	-
3) Com olho IT private limited (100 Units(P.Y Nil) at a price of Rs.2534.4/- Class 'D' units)	2.54	-
4) Hesa Enterprises Private Limited (100 Units (P.Y Nil) at a price of Rs.5001.6 - Class 'D' units)	5.00	-
5) Kotak emerging Equity Fund (1461 No's (P.Y Nil) at a price of Rs.68.41 and NAV as on 31/03/2022 is Rs. 71.39/- - Mid Cap Fund)	1.00	-
6) Axis Small cap Fund (1688 No's (P.Y Nil) @ at a Price of Rs.59.24 each and NAV as on 31/03/2022 is is Rs.61.41.)	1.00	-
7) Canara Robecco bluchip equity fund (3764 No's (P.Y Nil) at a price of Rs.39.85/- and NAV as on 31/03/2022 is Rs. 40.70/-- Large cap Fund)	1.50	-
Grand Total	**138.44**	
Aggregate amount of unquoted investments	133.44	-
Aggregate amount of quoted investments	5.00	-
Aggregate provision for Diminision in the value of Unquoted Investments	-	-

Note 13: Long Term Loans and Advances

Particulars	**31.03.2022**	**31.03.2021**
Advance against Property , Plant and Equipment	956.19	956.19
Loan to subsidiary company	860.84	-
Total	**1,817.03**	**956.19**

Note 13A: Loans and Advances to Related Parties **As on March 31, 2022**

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
Related Party's-Subsidiary Company	860.83	100%

As on March 31, 2021

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
Related Parties-Subsidiary	-	-

Note 14: Other Non Current Assets

Particulars	31.03.2022	31.03.2021
Fixed Deposits (Maturity more than 12 months)	8.85	-
Total	**8.85**	**-**

Note 15: Inventories

Particulars	31.03.2022	31.03.2021
Tyres and Tubes	13.02	6.43
Packing Materials	28.25	25.13
Total	**41.27**	**31.56**

Note 16: Trade Receivables

Particulars	31.03.2022	31.03.2021
Unsecured Considered Good:		
More than six months from the date they are due for payment	138.23	180.26
Others	775.79	730.58
Total	**914.02**	**910.84**

Trade Receivables Ageing Schedule						
						31.03.2022
Particulars	Less than < 6 months	> 6 months up to 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good.	775.79	85.36	52.87		-	914.02
(ii) Undisputed Trade Receivables – Considered Doubtfull	-	-	-		-	-
(iii) Disputed Trade Receivables– considered good.	-	-	-		-	-
(iv) Disputed Trade Receivables –Considered Doubtfull	-	-	-		-	-
Total	**775.79**	**85.36**	**52.87**		**-**	**914.02**

Trade Receivables ageing Schedule						
						31.03.2021
Particulars	Less than < 6 months	> 6 months up to 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good.	730.58	180.26	-		-	910.84
(ii) Undisputed Trade Receivables – Considered Doubtfull	-	-	-		-	-
(iii) Disputed Trade Receivables– considered good.	-	-	-		-	-
(iv) Disputed Trade Receivables –Considered Doubtfull	-	-	-		-	-
Total	**730.58**	**180.26**	**-**		**-**	**910.84**

Note 17: Cash and Cash Equivalents

Particulars	31.03.2022	31.03.2021
Cash on Hand	11.43	35.45
Bank balances in current accounts	857.38	429.10
Total	**868.81**	**464.55**

Note 18: Short Term Loans, Advances & Deposits

Particulars	31.03.2022	31.03.2021
Advances to Employees	3.84	12.20
Advance to suppliers	138.77	208.11
Rental / Security Deposits	66.16	89.67
Income Tax & Service tax paid under protest	29.56	1.00
TDS Receivable, Advance tax (net of provision for tax)	14.91	102.31
Total	**253.24**	**413.28**

Note 19: Other Current Assets

Particulars	31.03.2022	31.03.2021
Prepaid Expenses	53.47	41.88
MAT Credit Entitlement	-	21.46
Total	**53.47**	**63.34**

Note 20: Revenue From Operations **(Rs. In Lakhs)**

Particulars	31.03.2022	31.03.2021
From Transport Services:		
Household Services	15,136.44	10,580.60
Commercial Services	3,477.21	3,392.32
From Warehousing Services	171.45	445.27
From Vehicle Hire charges	155.29	208.58
Total	**18,940.39**	**14,626.77**

Note 21: Other Income

Particulars	31.03.2022	31.03.2021
Interest received from Income tax refund	41.13	9.14
Interest on Fixed deposits	0.33	-
Interest on Advances/Loans	52.75	-
Miscellaneous Income	8.97	13.26
Balances Written Back (Trade Payables)	-	10.00
Total	**103.18**	**32.40**

Note 22: Operating Expenses

Particulars	31.03.2022	31.03.2021
Vehicle Hire charges and Maintenance	13,954.93	9,965.60
Packing Material Expenses	1,787.04	1,112.25
Godown Rent	166.54	153.23
Total	**15,908.51**	**11,231.08**

Note 23: Employee Benefits

Particulars	31.03.2022	31.03.2021
Salaries and Wages	462.21	543.10
Contribution to Provident Fund & Other funds	25.62	23.93
Other Benefits to Employees	117.50	85.92
Total	**605.33**	**652.95**

Note 24: Finance Costs

Particulars	31.03.2022	31.03.2021
Interest on Long Term Borrowings	70.84	110.79
Interest on Short Term Borrowings	6.61	58.91
Other Borrowings Costs	4.11	12.38
Total	**81.57**	**182.07**

Note 25: Other Expenses

Particulars	31.03.2022	31.03.2021
Office Rent	79.82	68.35
Communication expenses	28.63	36.82
Advertisement and publicity	245.09	127.88
Professional and consultancy charges	39.55	9.40
Printing and Stationery Expenses	29.50	33.27
Travelling and Conveyance Expenses	108.13	77.35
Electricity Expenses	43.45	44.55
Office and Godown Expenses	220.93	127.96
Business Promotion, gifts and Donations	17.67	0.92
Commission, brokergae and Escort Charges	12.34	14.30
Warehouse Maintenance	129.23	357.83
Rates , Taxes and insurance	50.22	178.80
Miscellaneous Expenses	96.14	142.84
Claim and Other Expenses	298.89	462.75
Auditors' Remuneration (Refer Note 25a)	8.88	-
Directors Sitting Fees	0.40	-
Loss on sale of Propery, Plant and Equipment	-	-
Bad Debts	67.25	190.85
Computer Maintenance	14.00	15.26
Total	**1,490.12**	**1,889.13**

Note 25a: Auditor's Remuneration

Particulars	31.03.2022	31.03.2021
Statutory Audit	5.08	4.00
Tax Audit	3.80	2.36
Total	**8.88**	**6.36**

Note 26: Earnings Per Share

Particulars	31.03.2022	31.03.2021
Profit for the year	421.45	218.31
No. of Equity Shares	15,062,403	15,062,403
Earnings per share (Basic and Diluted)	2.80	1.45
Face Value of Share	10.00	10.00

Note 27: Segment Reporting as on 31.03.2022: **(Rs. In Lakhs)**

Particulars	31.03.2022			31.03.2021		
	Transport Division	Warehouse Division	Total	Transport Division	Warehouse Division	Total
Revenue:						
Service Income	18,769	171	18,940	14,181	445	14,627
Total Revenue	**18,769**	**171**	**18,940**	**14,181**	**445**	**14,627**
Segment Result before Interest and Tax	804	(106)	698	1,139	(666)	473
Interest	82	-	82	182	-	182
Taxes (Unallocated)	174	-	174	72	-	72
Net Profit	**549**	**(106)**	**443**	**885**	**(666)**	**219**
Other information						
Segment Assets	5,102	3,303	8,406	3,991	3,321	7,312
Unallocated corporate Assets	-	-	-	-	-	-
Total Assets	**5,102**	**3,303**	**8,406**	**3,991**	**3,321**	**7,312**
Segment Liabilities	3,218	25	3,243	2,524	47	2,571
Unallocated corporate Liabilities	-	-	-	-	-	-
Total Liabilities	**3,218**	**25**	**3,243**	**2,524**	**47**	**2,571**

27.1: Information on Segment Reporting is given in accordance with the Accounting Standard 17. The revenue, results, capital employed have been given Business Segment wise.

Expenditure, Assets and liabilities are classified to the segments to the extent that are identified and the balance of expenditure, assets and liabilities were considered as un-allocable.

27.2: The Company has no geographical segments based on criteria defined in Accounting Standard 17, 'Segment Reporting'

Note 28 : Contingent Liabilities and Commitments

A) Contingent Liabilities :

Particulars	31.03.2022	31.03.2021
Income Tax	13.74	13.74

Note : 29 Employee Benefits :

29.1 Defined Contribution Scheme

Particulars	31.03.2022	31.03.2021
Company's contribution to Provident Fund	20.05	17.36

29.2 Defined Benefit Plan

The Company accounts gratuity expenses based on the actuarial valuation done by an independent actuary.

Gratuity :

A) Actuarial Assumptions:

Sl.no	Particulars	31.03.2022	31.03.2021
1	Discount Rate	7.25%	7.00%
2	Salary Escalation	5.00%	5.00%
3	Retirement Age	58	58

B) Components of Employer Expenses :

Sl.no	Particulars	31.03.2022	31.03.2021
1	Current service cost	11.64	11.33
2	Interest cost	6.98	7.66
3	Employee Contribution	-	-
4	Expected Return on Planned assets	-	-
5	Actuarial (Gain) / Losses on Obligation	(3.68)	(32.09)
6	Past Service cost	-	-
7	Settlement / Curtailment (Gain)	-	-
8	Total Expenses	14.95	(13.10)

C) Asset/Liability recognized in the Balance sheet:

Sl.no	Particulars	31.03.2022	31.03.2021
1	Present Value of obligations at the beginning of the year	111.25	96.30
2	Fair Value of plan asset as at the end	-	-
3	Status (Surplus/ Deficit)	111.25	(96.30)
4	Net Asset / (Liability) Recognized in Balance sheet	111.25	(96.30)

D) Change in Obligation during the year

Sl.no	Particulars	31.03.2022	31.03.2021
1	Present Value of obligations at the beginning of the year	96.30	109.41
2	Current Service Cost	6.98	11.33
3	Interest Cost	11.64	7.66
4	settlement / Curtailment (gain)	-	-
5	Past Service Cost	-	-

6	Employee Contributions	-	-
7	Actuarial (Gain) / Losses on Obligation	(3.68)	(32.09)
8	Benefits paid	-	-
9	Closing Defined Benefit obligation	111.25	96.30

Note:30 - Related party Disclosures as per AS 18 , read with companies act , 2013:

i) Key Managerial Personnel (KMP):

a) Mr. Sugan Chand Sharma, Whole Time Director
b) Mr. Anjani Kumar Agarwal, Chief Executive Officer and Managing Director
c) Mr. Ajai Kumar Agarwal, Independent Director (Resigned wef 08.10.2021)
d) Mrs. Shamantha Dodla, Director
e) Mr. T. Siva Rama Krishna, Company Secretary
f) Ms. Jonnada Vaghira Kumari, Independent Director
g) Mr. Sethumadhavarao Chikkaballapur Raghunandan, Chief Financial Officer up to 28.06.2021
h) Mr. Sanjay Kumar Agarwal, Chief Financial Officer from 29.06.2021
i) Mr. Sridharan Chakrapani, Independent Director (Appointed wef 18.10.2021)

ii) Enterprises in which key managerial personnel and/or their relatives have control:

a) DRS Cargo Movers Private limited (Formerly - DRS Labs (India) Private Limited)
b) DRS Logistics Private Limited
c) Agarwal Re locators Private Limited
d) DRS International School Private Limited
e) MDN Edify Education Private Limited
f) DRS Educational Society
g) DRS Education Private Limited
h) DN Trust

iii) Aggregated Related Party Disclosures:

Nature of Transaction	Key Managerial personnel	Enterprises Controlled by KMP/Relatives of KMP	Total
Remuneration	26.73	-	26.73
	(25.35)	-	(25.35)
Services Income	-	155.29	155.29
	-	(210.00)	(210.00)
Advertisement Expenses	-	-	-
	-	-	-
Advances / Loans Given/Taken(Net)	-	860.83	860.83
	-	(200.38)	(200.38)
Advance received for services	-	5.39	5.39
	-	-	-
Advances/Loans Outstanding	-	1,817.03	1,817.03
	-	(1,156.58)	(1,156.58)

*** Figures in ( ) represents previous year figures**

Note 31					
Numerator	**Denominator**	**Current Year %**	**Previous year %**	**Variance IN %**	**Reasons**
Current Assets	Current Liabilities	0.84	1.02	0.18	Change being less than 25%, explanation is not warranted.
Total Debt	Shareholder's equity	0.58	0.50	(0.17)	Change being less than 25%, explanation is not warranted.
Earnings before interest & tax	longterm + Shorterm Debt	0.96	0.41	(133.00)	Change is due to reduction in term debts.
Net Profit after tax	Shareholder's equity	0.08	0.05	(0.77)	The change is due to increse of profits.
Inventroy	Packing Material	0.03	0.06	0.53	Inventory comprises basically of the " packing material, tyres& tubes". Changes in Inventory turnover does not have any impact on

					the financial health of the Company.
Total Credit Sales	Accounts receivables	3.99	3.72	(0.07)	Change being less than 25%, explanation is not warranted.
Trade Payables	Packing Material Purchased	0.25	0.33	0.26	Due to Increase in packing Materials purchases and payment thereon.
Net Sales	Shareholder's equity	3.67	3.09	(0.19)	Due to Increase in Turnover & Profit.
Net Profit	Total Turnover	0.02	0.02	(0.12)	The change is due to increse of profits.
Earning before interest and taxes	Equity + long term debt	0.07	0.04	(0.80)	The change is due to increse of profits.

Note 32: Impact of Covid 19:

The Company has considered the possible effects that may result from the pandemic relating to Covid-19 in the preparation of these standalone financial statements including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company has, at the date of approval of these financial statements, used internal and external sources of information including credit reports and related information and economic forecasts and expects that the carrying amount of these assets will be recovered. The impact of Covid-19 on the Company's financial statements may differ from that estimated as at the date of approval of these standalone financial statements.

Note 33: Code on Security Code,2020 :

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

Note 34: Previous year figures have been regrouped and reclassified wherever considered necessary.

As per our report of even date
For Ramanatham & Rao
Chartered Accountants

K Sreenivasan
Partner
M No: 206421

Place: Secunderbad
Date: 28.05.2022
UDIN: 22206421AJVAGY5443

For and on behalf of the Board

Sd/-
Anjani Kumar Agarwal
CEO & MD
DIN: 00006982

Sd/-
Sugan Chand Sharma
Whole Time Director
DIN : 07064674

Sd/-
T. Sivarama Krishna
Company Secretary
PAN: ANRPT1072F

Sd/-
Sanjay Kumar Agarwal
Chief Financial Officer
PAN: AFBPA1820J

Independent Auditor's Report

To the Members of DRS Dilip Roadlines Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of **DRS Dilip Roadlines Limited**(hereinafter referred to as "Holding Company") and its wholly owned subsidiary **DRS Cargo Movers Private Limited** (the Holding Company and its wholly owned subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2022, and the Consolidated Statement of Profit and Loss, and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act"), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2022, of its consolidated profit, and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated 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 Consolidated Financial Statements* section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") and the relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Information Other than Financial Statements (Other Information)

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the

other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the other information included in the annual report, if we conclude that that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Boards of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Boards of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated 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.

• Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group has adequate internal financial controls system in place and the operating effectiveness of such controls.

• Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

• 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 Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated 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 auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

• Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

• Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the Other entity included in the consolidated financial statements, which have been audited by other auditor, such other auditor remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other matters

Report on Other Legal and Regulatory Requirements

1. 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 relating to the preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of the preparation of the consolidated financial statements.

(d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.

(e) On the basis of the written representations received from the directors of the Holding Company and Subsidiary Company on 31st March, 2022 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding Company and its Subsidiary respectively is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its Subsidiary and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

(g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company and its subsidiary company to its directors during the year is in accordance with the provisions of section 197 of the Act.
(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Group has disclosed the impact of pending litigations on its financial position in its consolidated financial statements (Refer Note No. 28 of the consolidated financial statements);

ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There has been no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and Subsidiary company;

iv. (a) The respective Management of the Holding Company and its Subsidiary has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether,

directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The respective Management of the Holding Company and its Subsidiary has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. No dividend was declared or paid during the year by the Holding company and Subsidiary company.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and by another auditor for the subsidiary company included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in the CARO reports.

For Ramanatham & Rao
Chartered Accountants
(Firm's Registration No. 002934S)

Sd/-
K. Sreenivasan
Partner
Membership No. 206421

UDIN: 22206421AJVALR5269

Place: Secunderabad
Date: 28.05.2022

Annexure "A" to the Independent Auditor's Report
(Referred to in paragraph 1(f) under 'Report on Other Legal Regulatory Requirements' section of our report of even date)

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 **DRS DIlip Roadlines Limited** ("the Holding Company") and Its Subsidiary as of 31 March 2022 in conjunction with our audit of the consolidated financial statements of the Holding Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Holding Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding 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 ('ICAI'). 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 the Holding 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company and Its Subsidiary 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 prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 Holding Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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, to the best of our information and according to the explanations given to us, the Holding Company and its Subsidiary have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2022, based on the internal control over financial reporting criteria established by the respective 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 Ramanatham & Rao
Chartered Accountants
(Firm's Registration No. 002934S)

Sd/-
K. Sreenivasan
Partner
Membership No. 206421

UDIN: 22206421AJVALR5269

Place: Secunderabad
Date: 28.05.2022

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2022 (Rs. in Lakhs)

Particulars	Note	31.03.2022
Equity and Liabilities:		
Shareholders' Funds:		
a) Share Capital	2	1,506.24
b) Reserves and Surplus	3	3,697.94
Non Current Liabilities:		
a) Long -Term Borrowings	4	1,092.69
b) Deffered Tax Liabilites (net)	5	148.54
c) Long -Term Provisions	6	88.36
Current Liabilites:		
a) Short -Term Borrowings	7	694.59
b) Trade Payables		
i)Total outstanding dues of micro enterprises and small enterprises		159.88
ii)Total outstanding dues of creditors other than micro enterprises and small enterprises	8	286.69
c) Other Current Liabilities	9	2,062.95
d) Short Term Provisions	10	22.89
Total		**9,760.77**
Assets:		
Non Current Assets:		
a) Property, Plant and Equipment and Intangible Assets		
i) Property, Plant and Equipment	11	5,041.84
ii) Goodwill on consolidation		507.50
b) Non-Current Investments	12	119.75
c) Long Term Loans and Advances	13	956.19
d) Other Non Current Assets	14	54.81
Current Assets:		
a) Inventories	15	41.27
b) Trade receivables	16	1,057.13
c) Cash and Cash Equivalents	17	873.52
d) Short -Term Loans and Advances	18	1,055.29
e) Other Curent Assets	19	53.47
Total		**9,760.77**

Significant Accounting policies

The notes referred to above and the statement on significant accounting policies form an integral part of the financial statements.

As per our report of even date **For and on behalf of the Board**

	Sd/-	**Sd/-**
For Ramanatham & Rao	**Anjani Kumar Agarwal**	**Sanjay Kumar Agarwal**
Chartered Accountants	**C E O & M D**	**C F O**
Sd/-	**DIN:00006982**	**PAN: AFBPA1820J**
K Sreenivasan		
Partner	**Sd/-**	**Sd/-**
M No: 206421	**Sugan Chand Sharma**	**T.Sivarama Krishna**
	Whole Time Director	**Company Secretary**
Place: Secunderabad	**DIN: 07064674**	**PAN: ANRPT1072F**
Date: 28.05.2022		
UDIN: 22206421AJVALR5269		

CONSOLIDATED STATEMENT OF PROFIT AND LOSS AS AT 31ST MARCH, 2022

(Rs. in Lakhs)

	Particulars	Note	31.03.2022
I	Revenue from Operations	20	19,089.97
II	Other Income	21	208.48
III	**Total Revenue (I+II)**		**19,298.45**
IV	**EXPENSES**		
	Operating Expenses	22	15,968.29
	Employee Benefits expense	23	616.21
	Finance Costs	24	127.74
	Depreciation	11	359.20
	Other Expenses	25	1,565.56
	Total Expenses		**18,637.00**
V	**Profit before tax (III-IV)**		**661.45**
VI	**Tax Expense**		
	Current Tax		158.36
	Earlier year Taxes		15.56
	Deferred Tax		24.33
VII	**Profit after Tax (V-VI)**		**463.20**
VIII	**Earnings Per share (Fv of Rs 10/- each)**	26	
	Basic		**3.08**
	Diluted		**3.08**

Significant Accounting policies

The Notes referred to above and the statement on significant accounting policies form an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board

For Ramanatham & Rao
Chartered Accountants
Sd/-
K Sreenivasan
Partner
M No: 206421

Place: Secunderabad
Date: 28.05.2022
UDIN: 22206421AJVALR5269

Sd/-
Anjani Kumar Agarwal
C E O & M D
DIN:00006982

Sd/-
Sugan Chand Sharma
Whole Time Director
DIN: 07064674

Sd/-
Sanjay Kumar Agarwal
C F O
PAN: AFBPA1820J

Sd/-
T.Sivarama Krishna
Company Secretary
PAN: ANRPT1072F

DRS DILIP ROADLINES LIMITED
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022
(Rs. In Lakhs)

PARTICULARS	31.03.2022
A) CASH FLOW FROM OPERATING ACTIVITIES:	
Profit before Tax	661.45
Adjustment for :	
Depreciation	359.20
Finance Costs	127.74
Balances Written off / adjusted	67.22
Preoperative expenses writtenoff	22.98
Operating Profit Before Working Capital Changes	**1,238.59**
Changes in Working Capital	
(Increase)/Decrease in Inventories	(9.71)
(Increase)/Decrease in Trade Receivables	(77.91)
Increase/(Decrease) in Trade Payables	195.19
Increase/(Decrease) in Provisions	14.95
Increase/(Decrease)Other Curent Assets	11.92
Increase/(Decrease)Short -Term Loans and advances	(646.11)
Increase/(Decrease) in Other Liabilities	213.94
Cash Generated from Operations	**940.86**
Less: Taxes Paid	-
Net Cash Flow from Operating Activities	**940.86**
B. CASH FLOW FROM INVESTING ACTIVITIES:	
Purchase of Property, Plant and Equipment	(185.20)
(Increase)/Decrease in Fixed Deposits	(8.85)
Investment in Shares and mutual funds	(143.44)
Decrease/(Increase) in Capital Work in Progress	-
Net Cash Flow/(Used) from(In) Investing Activities	**(337.49)**
C. CASH FLOW FROM FINANCING ACTIVITIES:	
Proceeds / (Repayment) from long term borrowings	(266.35)
Proceeds / (Repayment) from short term borrowings	163.14
Finance Costs	(127.74)
Net Cash Flow/(Used) from/(In) Financing Activities	**(230.95)**
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	**372.42**
Cash and Cash Equivalents at the beginning of the year	**464.55**
Add: Increase in cash on account of Susbsidiary	**36.55**
Cash and Cash Equivalents at the end of the year (Refer Note 17)	**873.52**

The Cash Flow Statement has been prepared as per indirect method as set out in Accounting Standard-3 "Cash Flow Statement".

As per our report of even date

For Ramanatham & Rao
Chartered Accountants

K Sreenivasan
Partner
M No: 206421
Sd/-
Place: Secunderabad
Date: 28.05.2022
UDIN: 22206421AJVALR5269

For and on behalf of the Board

Sd/-
Anjani Kumar Agarwal
C E O & M D
DIN:00006982

Sd/-
Sanjay Kumar Agarwal
C F O
PAN: AFBPA1820J

Sd/-
Sugan Chand Sharma
Whole Time Director
DIN: 07064674

Sd/-
T.Sivarama Krishna
Company Secretary
PAN: ANRPT1072F

Note 1 : Significant Accounting Policies

1) Basis for Consolidation

The Consolidated Financial Statements (CFS) includes the financial statements of the Company and its wholly owned subsidiary, DRS CARGO MOVERS PRIVATE LIMITED. The assets, liabilities, income and expenses of the wholly owned subsidiary is aggregated and consolidated line by line. Profit or losses are attributed to the Company. All intragroup assets and liabilities, income, expenses and cash flows relating to transactions between the Company and its Subsidiary are eliminated in full on consolidation.

2) Basis of Preparation:

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ("Indian GAAP") to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis.

3) Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue from transportation of goods and handling activities are recognized when shipments are manifested and represent amounts invoiced, net of GST. Revenue from warehousing is recognized at the end of every month on the basis of terms and conditions of arrangement with respective customers.

4) Property Plant and Equipment:

Property, Plant & Equipment are stated at cost of acquisition, including any attributable cost for bringing the asset to its working condition for its intended use, less accumulated depreciation and impairment loss. Depreciation on tangible assets is calculated on a straight-line basis as per the rates prescribed under Schedule II of the Companies Act, 2013.

5)Depreciation:

Depreciation is provided on a straight line basis over the useful lives of assets, which is as stated in Schedule II of Companies Act 2013.

6) Borrowing Costs:

Borrowing costs relating to acquisition of Property, Plant and Equipment which takes substantial period of time to get ready for its intended use are included to the extent they relate to the period till such assets are ready to be put to use. All other borrowing costs are charged to revenue. Borrowing costs consist of interest and financial costs the company incurs on its borrowed capital.

7) Inventories:

Items of inventories are measured at cost or net realizable value whichever is lower by fallowing first in first out method of accounting after providing for obsolescence, if any. Cost comprises of cost of purchase, cost of conversion, and other costs incurred in bringing the inventories to the present location and condition.

a) Retirement benefits in the form of Provident Fund are defined contribution scheme and contributions in respect of such scheme are recognized in the books of account.

b) Gratuity liability is a defined benefit obligation and provided on the basis of independent actuarial valuation on projected unit credit method made at the end of the year.

9) Taxes on Income:

a) Current tax is determined as the amount of tax payable in respect of estimated taxable income for the year.

b) Deferred tax is recognized for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date

10) Provisions , Contingent Assets and Contingent Liabilities:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are disclosed when the Company has possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation. Contingent Assets are neither recognized nor disclosed in the financial statements.

11) Impairment:

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss will be recognized if the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is greater of asset's net selling price and value in use. In assessing the value in use, the estimated future economic benefits are discounted to the present value at the weighted average cost of capital.

12) Earnings per Share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all period presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, which have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the affects of all dilutive potential equity shares.

13) Foreign Currency Transactions:

Initial Recognition - Transactions in foreign currency are recorded at the rate of exchange prevailing on the date of transaction.
Conversion - Foreign currency Monetary items are reported using the Closing rate. Non-Monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Exchange Differences - Exchange differences arising on settlement of Monetary items or on reporting of Monetary items at rates different from those at which they were initially recorded during the period or reported in previous financial statements are recognized as Income or Expense in the period in which they arise. Exchange differences arising in respect of Fixed Assets acquired from outside India are adjusted to the carrying amount of fixed assets.

14) Investments

Long Term Investments:
Long term investments are stated at cost of acquisition. Provision for diminution is made if such diminution is considered other than temporary in nature.

Current Investments:
Current Investments are stated at cost or market value whichever is less.
If the aggregate market value of total of current investments is less than the aggregate cost value of the current investments, the net depreciation is provided for and is charged to the profit and loss account.
If the aggregate market value of the total of current investments exceeds the aggregate cost of current investments, the net appreciation is ignored. Depreciation in one category of investments is not set off against appreciation in another category.

15) Use of Estimates:

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets, liabilities, revenues and expenses. The estimates used in preparation and presentation of financial statements are prudent and reasonable. Actual results could differ from estimates. Any revision of accounting estimates is recognized prospectively in the current and future periods.

Notes to Consolidated Financial Statements for the year ended 31st March, 2022

Note 2: Share Capital (Rs. in Lakhs)

Particulars	31 March, 2022
Authorised	
1,70,00,000 Equity Shares of Rs.10/- each	1,700.00
Issued , Subscribed and Paidup	
1,50,62,403 Equity Shares of Rs.10/- each	1,506.24

2.1 Reconcilation of shares outstanding at the beginning and at the ending of theyear

Particulars	31 March, 2022
Balance at the beginning of the year	15,062,403
Add: Changes in equity share capital during the year	-
Balance at the end of the year	**15,062,403**

2.2 The details of shareholders holding more than 5% equity shares

Name of the shareholder	31.03.2022	
	No. of shares	% Of holding
Dayanand Agarwal	6,199,907	41.16
Anjani Kumar Agarwal	2,664,450	17.69
Sanjay Kumar Agarwal	1,997,950	13.26

2.3 Promoter's Shareholding

Shares held by promoters at the end of the year	31.03,2022	
Promoter Name	**No. of Shares**	**% Of Total Shares**
Dayanand Agarwal	6,199,907	41.16
Anjani Kumar Agarwal	2,664,450	17.69
Sanjay Kumar Agarwal	1,997,950	13.26
Total	**10,862,307**	**72.12**

2.4 **Rights, Preferences and Restrictions attached to equity shares:**

The Company has only one class of equity shares having face value of Rs.10 each. Each shareholder of Equity share is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. In the event of liquidation of the Company, the equity shareholders will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note 3: Reserves and Surplus

Particulars	31.03.2022
a) Securities Premium	**2,745.36**
b) Surplus in Statement of Profit and Loss	
Opening balance	489.37
Add: Profit for the year	463.20
Closing balance	**952.57**
Total (a+b)	**3,697.93**

(Rs. in lakhs)

Note 4: Long Term Borrowings

Particulars	31.03.2022
Unsecured Loans	
Loans from Directors	319.61
Secured Loans:	
Term Loans	
From Banks	765.59
From Financial Institutions	7.49
Total	**1,092.69**

4.1: Term Loans from Banks represent loans taken from ICICI Bank Ltd and IDFC First Bank Ltd.

a) Term Loans from ICICI Bank Ltd are secured by hypothecation of vehicles carrying average rate of interest of 8.73%.

b) Term Loan from IDFC First Bank Ltd are secured by hypothecation of properties of Realtives (Sashikala Agrawal W/O Dayananad Agarwal (Promoter) and Sanjay Agrwal S/o Dayanand Agarwal (Promoter)) of directors carrying interest rate of 8.5%.

4.2: Term loans from financial institution represent loan from sundaram Finance Limited secured by hypothecation of vehicles carrying interest rate of 9.27%.

4.3 Loans taken from directors of subsidiary company are treated as long term as no terms of repayment are fixed and the subsidiary company is not expecting to pay any amounts in the next financial year.

4.4: Maturity profile of Term Loans

Particulars	2022-2023	2023 - 2024
From Banks		
ICICI Bank Ltd	553.89	205.23
IDFC FIRST Bank Limited	113.25	123.26
From Financial Institutions		
Sundaram Finance Limited	26.74	7.49
Total	**693.88**	**335.98**

4.4: Maturity profile of Term Loans

Particulars	2024 - 2025	2025-2026
From Banks		
ICICI Bank Ltd	136.65	-
IDFC FIRST Bank Limited	134.16	166.29
Total	**270.81**	**166.29**

Note 5: Deferred Tax Liabilities(net)

Particulars	31.03.2022
Deferred tax liabilities	
on account of depreciation	190.01
Deferred tax assets	
on account of employee benefits	41.47
Deferred tax liabilities (net)	**148.54**

(Rs. in lakhs)

Note 6: Long-Term Provisions

Particulars	31.03.2022
Provision for Employee Benefits:	
Gratuity	88.36
Total	**88.36**

Note 7: Short Term Borrowings

Particulars	31.03.2022
Current Maturities of long term debt (Refer Note 4.4)	693.88
Secured Loans :	
Loans Repayable on demand	
Debit Balance in Current Account	0.71
Total	**694.59**

7A: Differences in Debtors Statement Submitted to Banks by Holding Company with the Books of Accounts

Particulars	Quarter 1	Quarter 2	Quarter 3	Quarter 4
Debtors as per Books	844.88	1,063.16	971.30	914.02
Debtors Submitted to the Banks	1,224.00	1,143.00	1,359.00	1,501.92
Differences	**379.12**	**79.84**	**387.70**	**587.90**
Reasons for Differences	Difference is on account consignments in transit and consignments not manifested (Bill).			

7B.Loan from bank represents Cash Credit facility from ICICI Bank Ltd secured against Book debts which carries interest of 8.95%.

Note 8: Trade Payables

Particulars	31.03.2022
Total outstanding dues of micro enterprises and small enterprises	159.88
Total outstanding dues of creditors other than micro enterprises and small enterprises	286.69
Total	**446.57**

Trade Payables Ageing					31.03.2022
Particulars	Outstanding for following periods from due date of payment				Total
	Less than < 1 Year	1-2 years	2-3 Years	More Than 3 Years	
i) Undisputed-MSME	159.88	-	-	-	159.88
ii) Undisputed-Others	281.69	5.00	-	-	286.69
iii) Disputed Dues-MSME	-	-	-	-	-
IV) Disputed Dues-Others	-	-	-	-	-
Grand Total	**441.57**	**5.00**	**-**	**-**	**446.57**

(Rs. in Lakhs)

Note 9: Other Current Liabilities

Particulars	31.03.2022
Advances received	5.39
Rental Deposits	150.52
Statutory Liabilities	24.03
Creditors for Expenses	1,541.47
Expenses Payable	156.59
Employee Benefits Payable	134.82
Advance Received from Customers	0.72
Provision for Income Tax (Net of TDS Receivable)	35.38
Chit Funds	14.03
Total	**2,062.95**

Note 10: Short-Term Provisions

Particulars	31.03.2022
Provision for Employee Benefits	
Gratuity	22.89
Total	**22.89**

(Rs. in lakhs)

Note 11: Property, Plant and Equipment

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK
	As at 01.04.2021	Additions during the year	Sales / adjustments	As at 31.03.2022	For the year	On deletion /Adjustment	Up to 31.03.2022	As at 31.03.2022
Land	805.13	-	-	805.13	-	-	-	805.13
Buildings	3,364.40	4.50	-	3,368.90	106.55	-	780.42	2,588.48
Lease Hold - Buildings	813.38	-	-	813.38	87.60	-	189.27	624.11
Electrical Installations	1.68	-	-	1.68	0.18	-	1.34	0.34
Plant and Machinery	1.03	-	-	1.03	0.05	-	0.38	0.64
Office Equipment	9.91	-	-	9.91	1.15	-	5.59	4.32
Furniture and fixtures	6.83	-	-	6.83	0.65	-	2.90	3.92
Computers	1.12	4.61	-	5.73	0.85	-	1.16	4.57
Trucks	1,694.79	99.24	-	1,794.03	156.60	-	892.48	901.56
Two wheelers	6.55	-	-	6.55	0.62	-	5.91	0.64
Cars	49.51	76.49	-	126.00	4.79	-	19.36	106.64
Air Conditioners	1.60	0.35	-	1.95	0.16	-	0.46	1.49
Grand Total	**6,755.93**	**185.20**	**-**	**6,941.13**	**359.20**	**-**	**1,899.27**	**5,041.84**

Note 12: Non-Current Investments (Rs. in Lakhs)

Particulars	31.03.2022
1) M/s.QB Health Technologies Private Limited	92.22
(811 Equity Shares at Issue price of Rs.11,371.16 per share and face value Rs.10/- per share)	
2) M/s.Climber Knowledge & Careers Private limited	5.00
(92 Shares of Compulsory Convertiable Preference Share @ issue price of Rs.5440.00 per share)	
B) Mutual Funds:	
1) Axis Growth Opportunitities Fund	1.50
(7591 units @ Issue price of Rs.19.76 per unit - Large and mid cap fund)	
c) Blue Smart Mobility private Limited	4.99
(100 Units @ Issue price of Rs.4994.00 - Class 'D' units)	
d) Com olho IT private limited -	2.53
(100 Units @ Issue Price of Rs. - 2534.00 - Class 'D' units)	
e) Hesa Enterprises Private Limited	5.00
(100 Units @ Issue Price of Rs. - 5001.60 - Class 'D' units)	
f) Kotak emerging Equity Fund	1.00
(1461 No's @ Issue Price of Rs.68.45 each - Mid Cap Fund)	
g) Axis Small cap Fund	1.00
(1688 No's @ Issue Price of Rs.59.24 each)	
h) Canara Robecco bluchip equity fund	1.50
(3764 No's @ Issue Price of Rs.39.852 each - Large cap Fund)	
i) Axis Bluechip Fund	1.50
(3414 No's @ Issue Price Rs.43.93 each)	
j) Axis Midcap Fund	1.00
(15626 No's @ Issue Price of Rs.65.53 each)	
K) Canara Rebeco Emerging Equity	1.50
(867 No's @ Issue Price of Rs. 173 each)	
l) Kotak Small Cap Fund	1.00
(642 No's @ Issue Price of Rs. 155.76 each)	
Grand Total	**119.75**
Aggregate amount of unquoted investments	114.75
Aggregate amount of quoted investments	5.00

(Rs. in Lakhs)

Note 13: Long Term Loans and Advances

Particulars	31.03.2022
Advance against Property , Plant and Equipment	956.19
Total	**956.19**

Note 14: Other Non Current Assets

Particulars	31.03.2022
Fixed Deposits (Maturity more than 12 months)	8.85
Pre Operative Expenses	45.96
Total	**54.81**

Note 15: Inventories

Particulars	31.03.2022
Tyres and Tubes	13.01
Packing Materials	28.26
Total	**41.27**

Note 16: Trade Receivables

Particulars	31.03.2022
Unsecured Considered Good:	
More than six months from the date they are due for payment	138.23
Others	918.90
Total	**1,057.13**

Ageing Schedule of Trade Receivables

Details of Accounts Receivables as on - 31.03.2022	Outstanding for following periods from due date of payment					Total
Particulars	Less than < 6 months	> 6 months up to 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good.	900.98	94.30	60.93	0.92	-	1,057.13
(ii) Undisputed Trade Receivables – Considered doubtfull	-	-	-	-	-	-
(iii) Disputed Trade Receivables– considered good.	-	-	-	-	-	-
(iv) Disputed Trade Receivables – Considered doubtfull	-	-	-	-	-	-
Total	**900.98**	**94.30**	**60.93**	**0.92**	**-**	**1,057.13**

Note 17: Cash and Cash Equivalents **(Rs. In Lakhs)**

Particulars	31.03.2022
Cash on Hand	15.47
Bank balances in current accounts	858.05
Total	**873.52**

Note 18: Short Term Loans, Advances & Deposits **(Rs. In Lakhs)**

Particulars	31.03.2022
Advances to Employees	3.84
Advance to suppliers	147.16
Advances for land & Property	221.97
Chit Funds	93.79
Rental / Security Deposits	73.20
Advance for services	311.71
Taxes paid under protest	29.56
TDS Receivable, Advance tax net off provision for tax, GST input & Deposits	174.06
Total	**1,055.29**

Note 19: Other Current Assets **(Rs. In Lakhs)**

Particulars	31.03.2022
Prepaid Expenses	53.47
Total	**53.47**

Note 20: Revenue From Operations **(Rs. In Lakhs)**

Particulars	31.03.2022
Transport Services:	
Household Services	15,208.06
Commercial Services	3,327.60
Warehousing Rent	135.82
International Shipments	1.22
Warehousing Services	171.45
Lorry Hire charges	245.82
Total	**19,089.97**

Note 21: Other Income **(Rs. In Lakhs)**

Particulars	31.03.2022
Lorry Hire charges	2.86
Dividend from Chit	3.73
FOV(fright on value)	0.70
Other Deductions	(2.00)
Interest received from Income tax refund	41.13
Interest on Fixed deposits	0.33
Interest on advances	52.74
Miscellaneous Income	8.99
Balances Written Back	100.00
Total	**208.48**

Note 22: Operating Expenses **(Rs. In Lakhs)**

Particulars	31.03.2022
Vehicle hire charges and Maintenance	14,007.58
Packing Material Expenses	1,794.17
Godown Rent	166.54
Total	**15,968.29**

Note 23: Employee Benefits **(Rs. In Lakhs)**

Particulars	31.03.2022
Salaries and Wages	473.08
Contribution to Provident Fund and other funds	25.62
Other Benefits to Employees	117.51
Total	**616.21**

Note 24: Finance Costs **(Rs. In Lakhs)**

Particulars	31.03.2022
Interest on un-secured loans	34.54
Interest on Long Term Borrowings	82.47
Interest on Short Term Borrowings	6.61
Other Borrowings Costs	4.12
Total	**127.74**

Note 25: Other Expenses **(Rs. In Lakhs)**

Particulars	31.03.2022
Office Rent	91.21
Communication expenses	28.63
Advertisement and publicity	268.53
Professional and consultancy charges	39.79
Printing and Stationery Expenses	29.50
Travelling and Conveyance Expenses	108.13
Electricity Expenses	43.45
Office and Godown Expenses	220.93
Business Promotion, gifts and Donations	23.07
Commission, brokergae and Escort Charges	12.34
Warehouse Maintenance	129.23
Rates , Taxes and insurance	50.24
Building Mainteinance Charges	10.49
Miscellaneous Expenditures	96.24
Claim and Other Expenditures	299.06
Auditors' Remuneration (Refer Note 25a)	8.94
Subscription & Membership Fee	1.50
Pre-Operative Expenses Written Off	22.98
Comission on Chit	(0.32)
Directors Sitting Fees	0.40
Balances Written off	67.22
Computer Maintenance	14.00
Total	**1,565.56**

Note 25a: Auditor's Remuneration **(Rs. In Lakhs)**

Particulars	31.03.2022
Statutory Audit	5.43
Tax Audit	3.80
Total	**9.23**

Note 26: Earnings Per Share **(Rs. In Lakhs)**

Particulars	31.03.2022
Profit for the year after tax	463.20
No. of Equity Shares	15062403
Earnings per share (Basic and Diluted)	3.08
Face Value of Share	10.00

Note 27: Segment Reporting as on 31.03.2022:

Particulars	31.03.2022		
	Transport Division	Warehouse Division	Total
Revenue			
Service Income	18,782.70	307.27	19,089.97
Total Revenue	**18,782.70**	**307.27**	**19,089.97**
Segment Result before Interest and Tax	894.98	(105.79)	789.19
Interest	127.74	-	127.74
Taxes (Unallocated)	173.91	-	173.91
Net Profit	**593.32**	**(105.79)**	**487.53**
Other information			
Segment Assets	6,425.48	3,335.30	9,760.77
Unallocated corporate Assets	-	-	-
Total Assets	**6,425.48**	**3,335.30**	**9,760.77**
Segment Liabilities	4,531.39	25.20	4,556.59
Unallocated corporate Liabilities	-	-	-
Total Liabilities	**4,531.39**	**25.20**	**4,556.59**

27.1: Information on Segment Reporting is given in accordance with the Accounting Standard 17. The revenue, results, capital employed has been given Business Segment wise. Expenditure, Assets and liabilities are classified to the segments to the extent that are identified and the balance of expenditure, assets and liabilities were considered as un-allocable.

27.2: The Company and its subsidiary have no geographical segments based on criteria defined in Accounting Standard 17, 'Segment Reporting'.

Note 28 : Contingent Liabilities and Commitments

A) Contingent Liabilities :	
Particulars	**31.03.2022**
Income Tax	13.74

Note : 29 Employee Benefits :	
29.1 Defined Contribution Scheme	
Particulars	**31.03.2022**
Group contribution to Provident Fund	20.05

29.2 Defined Benefit Plan
The Group accounts gratuity expenses based on the actuarial valuation done by an independent actuary.

Gratuity
A) Actuarial Assumptions :

Particulars	31.03.2022
Discount Rate	7.25%
Salary Escalation	5.00%
Retirement Age	58

B) Components of Employer Expenses :

Particulars	31.03.2022
Current service cost	11.64
Interest cost	6.98
Employee Contribution	-
Expected Return on Planned assets	-
Acturial (Gain) / Losses on Obligation	(3.68)
Past Service cost	
Settlement / Curtailment (Gain)	
Total Expenses	**14.95**

C) Asset/Liability recognized in the Balance sheet:

Particulars	31.03.2022
Present Value of obligations at the beginning of the year	111.25
Fair Value of plan asset as at the endof the year	
Status (Surplus/ Deficit)	111.25
Net Asset / (Liability) Recognized in Balance sheet	(111.25)

D) Change in Obligation during the year

Particulars	31.03.2022
Present Value of obligations at the beginning of the year	96.30
Current Service Cost	6.98
Interest Cost	11.64
settlement / Curtailment (gain)	
Past Service Cost	
Employee Contributions	
Actuarial (Gain) / Losses on Obligation	(3.68)
Benefits paid	
Closing Defined Benefit obligation	111.25

Note:30 - Related party Disclosures as per AS 18 , read with companies act , 2013:

i) Key Managerial Personnel (KMP):

a) Mr. Sugan Chand Sharma, Whole Time Director
b) Mr. Anjani Kumar Agarwal, CEO and Managing Director
c) Mr. Ajai Kumar Agarwal, Independent Director, Resigned wef 08.10.2021
d) Mrs. Shamantha Dodla, Director
e) Mr. T. Siva Rama Krishna, Company Secretary
f) Ms. Jonnada Vaghira Kumari, Independent Director
g) Mr. Sanjay Kumar Agarwal, CFO from 29.06.2021
h) Mr. Sridharan Chakrapani, Appointed wef 18.10.2021

ii) Enterprises in which key managerial personnel and/or their relatives have control:

a) DRS Cargo Movers Private limited (Formerly - DRS Labs (India) Private Limited)
b) DRS Logistics Private Limited
c) Agarwal Re locators Private Limited
d) DRS International School Private Limited
e) MDN Edify Education Private Limited
f) DRS Educational Society
g) DRS Education Private Limited
h) DN Trust

iii) Aggregated Related Party Disclosures:

Nature of Transaction	Key Managerial personnel	Enterprises Controlled by KMP/Relatives of KMP	Total
Remuneration	26.73	-	26.73
Services Income	-	155.29	155.29
Advances / Loans Given/Taken(Net)	-	860.83	860.83
Advance received for services	-	5.39	5.39
Advances/Loans Outstanding	-	1,817.03	1,817.03

Note-31: As this is the first year of consolidation, Ratio analysis along with the reasons for differences was not provided. Consolidated financial statements include financial information for the period from 22.01.2022 to 31.03.2022.

Note 32: Impact of Covid 19:

The Company has considered the possible effects that may result from the pandemic relating to Covid-19 in the preparation of these standalone financial statements including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company has, at the date of approval of these financial statements, used internal and external sources of information including credit reports and related information and economic forecasts and expects that the carrying amount of these assets will be recovered. The impact of Covid-19 on the Company's financial statements may differ from that estimated as at the date of approval of these standalone financial statements.

Note 33: Code on Security Code,2020 :

The Indian Parliament has approved the Code on Social Security, 2020 which would impact Labor and Employment has released draft rules for the Code on Social Security, 2020 on the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labor and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

34).Additional information, as required under Schedule III to The Companies Act, 2013

Statement of Net Assets, Profit and Loss and other comprehensive Income attributable to owners and non-controlling interest				
Name of the Entity	**Net Assets, i.e. Total Assets minus Total Liabilities**		**Share in profit and loss**	
	As a % of consolidated Net assets	Rs. In Lakhs	As a % of consolidated Profit and Loss	Rs. In Lakhs
Parent				
DRS Dilip Roadlines Limited	51%	774.93	74%	341.86
Subsidiary				
DRS Cargo Movers Private Limited	49%	731.31	26%	121.34
TOTAL	**100%**	**1506.24**	**100%**	**463.20**

35. Previous figures are not presented as this is the first year of consolidation

As per our report of even date
For Ramanatham & Rao
Chartered Accountants

For and on behalf of the Board

Sd/-
Anjani Kumar Agarwal
CEO & MD
DIN: 00006982

Sd/-
K. Sreenivasan
Partner
M No: 206421

Sd/-
Sugan Chand Sharma
Whole Time Director
DIN : 07064674

Sd/-
Sanjay Kumar Agarwal
Chief Financial Officer
PAN: AFBPA1820J

Sd/-
T.Sivarama Krishna
Company Secretary
PAN: ANRPT1072F

Place: Secunderabad
Date: 28.05.2022
UDIN: 22206421AJVALR5269

Ramanatham & Rao
Chartered Accountants

P. B. No. 2102, Flat # 302, Kala Mansion,
Sarojini Devi Road, Secunderabad - 500 003
E-mail : ramanathamandrao@gmail.com
Phone : 27814147, 27849305, Fax : 27840307

Independent Auditor's Review Report on Unaudited Standalone Half Yearly Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Review Report to
The Board of Directors
DRS Dilip Roadlines Limited

1. We have reviewed the accompanying statement of Unaudited Standalone Financial Results of **DRS Dilip Roadlines Limited** (the Company) for the half year ended 30th September, 2022 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410"Review of Interim Financial Information performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Ramanatham & Rao
Chartered accountants
(Firm Registration No.S-2934)

K.Sreenivasan
Partner
Membership No.206421

UDIN: 22206421BDCVSZ5663

Place : Secunderabad
Date : 14.11.2022

RAMANATHAM & RAO Chartered Accountants SEC'BAD

Ramanatham & Rao
Chartered Accountants

P. B. No. 2102, Flat # 302, Kala Mansion,
Sarojini Devi Road, Secunderabad - 500 003
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Phone : 27814147, 27849305, Fax : 27840307

Independent Auditor's Review Report on the Quarterly Consolidated Unaudited Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Review Report to
The Board of Directors
DRS Dilip Roadlines Limited

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of DRS Dilip Roadlines Limited ("the Parent") and its subsidiary (the parent and its subsidiary together referred to as "the Group") for the half year ended 30th September, 2022 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

   We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 March 29, 2019 issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the results of the subsidiary DRS Cargo Movers Private Limited.

RAMANATHAM & RAO Chartered Accountants SEC'BAD

5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. We did not review the interim financial results and other financial information of Subsidiary, DRS Cargo Movers Private Limited included in the consolidated unaudited financial results whose interim financial results and other financial information reflects total assets of Rs 1961.68 Lakhs as at 30th September 2022, total revenue of Rs 719.27 lakhs, total net profit after tax of Rs 65.56 lakhs and net cash inflows of Rs 0.43 lakh for the half year ended 30th September 2022 as considered in the consolidated unaudited financial results. These Interim financial results have been reviewed by other auditors whose report has been furnished to us by the Management and our conclusion on the consolidated financial results, in so far as it relates to the amounts and disclosure included in respect of this subsidiary is based solely on the report of such other auditor and the procedures performed by us are as stated in the paragraph 3 above

Our conclusion on the Statement is not modified in respect of the above matter.

For Ramanatham & Rao
Chartered accountants
(Firm Registration No.S-2934)

K.Sreenivasan
Partner
Membership No.206421

UDIN: 22206421BDCVTP8001

Place : Secunderabad
Date : 14.11.2022

RAMANATHAM & RAO Chartered Accountants SEC'BAD

DRS Dilip Roadlines Limited
CIN: L60231TG2009PLC064326
306, 3rd Floor, Kabra Complex, 61, M G Road, Secunderabad, Telangana 500003
email: investors@drsindia.in , Phone: 040 27711276

Unaudited financial results for the half year ended 30th September 2022

All Amounts in Rs. Lakhs unless otherwise stated

Particulars	Half Year Ended			Year Ended	
	30.09.2022 Unaudited	31.03.2022 Audited	30.09.2021 Unaudited	31.03.2022 Audited	31.03.2021 Audited
INCOME					
Revenue from Operations	10,756.44	9,432.02	9,508.37	18,940.39	14,626.77
Other Income	50.89	75.82	27.36	103.18	32.40
Total	10,807.33	9,507.84	9,535.73	19,043.57	14,659.17
EXPENDITURE:					
Operating Expenses	8,834.67	8,098.41	7,810.10	15,908.51	11,231.08
Employee Benefits expense	364.13	302.75	302.58	605.33	652.95
Finance Costs	41.88	38.55	43.02	81.57	182.07
Depreciation	162.40	165.06	176.32	341.38	406.78
Other Expenses	1,054.66	725.07	765.04	1,490.12	1,895.49
Total	10,457.74	9,329.83	9,097.07	18,426.91	14,368.37
Profit before tax	349.59	178.01	438.66	616.66	290.80
Current Tax	93.09	35.19	123.17	158.36	48.42
Earlier Year Taxes	-	15.57	-	15.57	(23.64)
Deferred Tax	2.78	9.13	12.16	21.29	47.22
Profit after Tax	253.72	118.12	303.33	421.44	218.80
Paid up Equity share capital	1,506.24	1,506.24	1,506.24	1,506.24	1,506.24
Earnings Per share (FV of Rs.10 each):	-	-	-		-
Basic	1.68	0.78	2.01	2.80	1.45
Diluted	1.68	0.78	2.01	2.80	1.45

Notes

1) The above results were reviewed by the Audit Committee and approved by the Board of Directors of the Company at their meeting held on 14.11.2022. The Statutory Auditors have expressed an unmodified opinion.

2) The financial results of the Company have been prepared in accordance with Section 133 of the Companies Act, 2013 ('the Act') read with the relevant rules thereunder and in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

3) Previous period figures have been regroupes/rearranged whereever necessary.

All Amounts in Rs. Lakhs unless otherwise stated

4) Segment Reporting:

Particulars	Half Year Ended			Year Ended	
	30.09.2022 Unaudited	31.03.2022 Audited	30.09.2021 Unaudited	31.03.2022 Audited	31.03.2021 Audited
Segment Revenue	Rs.	Rs.	Rs.		Rs.
a) Transportation of goods	10,699.78	9,351.43	9,417.51	18,768.94	14,181.50
b) Warehouse	56.66	80.59	90.86	171.45	445.27
Total Sales	10,756.44	9,432.02	9,508.37	18,940.39	14,626.77
Less: Inter segment Revenue	-	-	-	-	-
Total Revenue from Operations	10,756.44	9,432.02	9,508.37	18,940.39	14,626.77
Segment Result (Profit Before Tax and Interest from each Segment)					
a) Transportation of goods	338.58	433.70	370.33	804.02	693.67
b) Warehouse	52.89	(217.14)	111.35	(105.80)	(220.80)
Total	391.47	216.56	481.68	698.23	472.87
Less: Interest	41.88	38.55	43.02	81.57	182.07
Total Profit Before Tax	349.59	178.01	438.66	616.66	290.80
Capital Employed (Segment Assets - Segment Liabilities)					
Segment Assets					
a) Transportation of goods	6,160.05	5,101.78	4,678.88	5,101.78	3,991.13
b) Warehouse	3,299.81	3,303.89	3,247.02	3,303.89	3,320.95
Total Assets	9,459.86	8,405.67	7,925.90	8,405.67	7,312.08
Segment Liabilities					
a) Transportation of goods	3,986.21	3,218.04	2,912.43	3,218.04	2,523.68
b) Warehouse	57.50	25.20	47.42	25.20	47.42
Total Liabilities	4,043.71	3,243.24	2,959.86	3,243.24	2,571.10

5.Subsequent upon approval of the Scheme of Arrangement between DRS Dilip Roadlines Limited and DRS Cargo Movers Private Limited and their respective shareholders and creditors,by the Board of Directors, whereby the warehouse Division of the Company ("Demerged Undertaking") is proposed to be demerged into DRS. Cargo Movers Private Limited, the wholly owned Subsidiary (the "Resulting Company"); on a going concern basis with effect from the Appointed Date i.e. April 1, 2022, the Company has made an Application to the National Stock Exchange of India Limited, seeking its NOC under Regulation 37 of SEBI (LODR) Regulations, 2015. The NOC is awaited.

Place : Secunderabad
Date : 14.11.2022

DILIP ROADLINES LTD. SEC'BAD

For and On behalf of the board

Anjani Kumar Agarwal
CEO & Managing Director

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DRS Dilip Roadlines Limited
CIN: L60231TG2009PLC064326
306, 3rd Floor, Kabra Complex, 61, M G Road, Secunderabad, Telangana 500003
email: investors@drsindia.in , Phone: 040 27711276
Consolidated Unaudited financial results for the half year ended 30th Sept,2022

All Amounts in Rs. Lakhs unless otherwise stated

Particulars	Half year Ended		Year Ended
	30.09.2022 Unaudited	31.03.2022 Unaudited	31.03.2022 Audited
	Rs.		
INCOME			
Revenue from Operations	11,385.76	9,581.60	19,089.97
Other Income	103.78	181.13	208.48
Total	11,489.54	9,762.73	19,298.45
EXPENDITURE:			
Operating Expenses	9,078.62	8,158.19	15,968.29
Employee Benefits expense	400.90	313.63	616.21
Finance Costs	72.72	84.72	127.74
Depreciation	218.15	182.88	359.20
Other Expenses	1,298.64	800.52	1,565.57
Total	11,069.03	9,539.94	18,637.01
Profit before tax	420.51	222.79	661.44
Current Tax	93.09	35.19	158.36
Earlier Year Taxes	-	15.57	15.57
Deferred Tax	8.14	12.17	24.33
Profit after Tax	319.28	159.86	463.18
Paid up Equity share capital	1,506.24	1,506.24	1,506.24
Earnings Per share (FV of Rs.10 each):			
Basic	2.12	1.06	3.08
Diluted	2.12	1.06	3.08

Notes

1) The above results were reviewed by the Audit Committee and approved by the Board of Directors of the Company at their meeting held on 14.11.2022. The Statutory Auditors have expressed an unmodified opinion.

2) The financial results of the Company have been prepared in accordance with Section 133 of the Companies Act, 2013 ('the Act') read with the relevant rules thereunder and in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

3) Previous period figures have been regroupes/rearranged whereever necessary.

4) Segment Reporting:

All amounts in Rs. Lakhs Unless otherwise stated.

Particulars	Half Year Ended		Year Ended
	30.09.2022 Unaudited	31.03.2022 Audited	31.03.2022 Audited
Segment Revenue			
a) Transportation of goods	10,936.45	9,365.19	18,782.70
b) Warehouse	449.31	216.41	307.27
Total Sales	11,385.76	9,581.60	19,089.97
Less: Inter segment Revenue	-	-	
Total Revenue from Operations	11,385.76	9,581.60	19,089.97
Segment Result (Profit Before Tax and Interest from each Segment)			
a) Transportation of goods	257.83	227.87	598.21
b) Warehouse	52.90	79.64	190.98
Total	530.31	307.51	789.19
Less: Interest	109.79	84.72	127.74
Total Profit Before Tax	420.51	222.79	661.45
Capital Employed (Segment Assets - Segment Liabilities)			
Segment Assets			-
a) Transportation of goods	7,589.68	6,425.47	6,425.47
b) Warehouse	3,377.39	3,335.30	3,335.30
Total Assets	10,967.07	9,760.77	9,760.77
Segment Liabilities			
a) Transportation of goods	5,236.81	4,531.39	4,531.39
b) Warehouse	206.80	25.20	25.20
Total Liabilities	5,443.62	4,556.59	4,556.59

5.Subsequent upon approval of the Scheme of Arrangement between DRS Dilip Roadlines Limited and DRS Cargo Movers Private Limited and their respective shareholders and creditors,by the Board of Directors, whereby the warehouse Division of the Company ("Demerged Undertaking") is proposed to be demerged into DRS. Cargo Movers Private Limited, the wholly owned Subsidiary (the "Resulting Company"); on a going concern basis with effect from the Appointed Date i.e. April 1, 2022, the Company has made an Application to the National Stock Exchange of India Limited, seeking its NOC under Regulation 37 of SEBI (LODR) Regulations, 2015. The NOC is awaited.

DRS DILIP ROADLINES LTD. SEC'BAD

For and on behalf of the Board

Anjani Kumar Agarwal
CEO & Managing Director
DIN:00006982

Place : Secunderabad
Date : 14.11.2022

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DRS Dilip Roadlines Limited

Standalone Statement of Assets and Liabilities as on 30 th September 2022

All Amounts in Rs. Lakhs unless otherwise stated

Particulars	30.09.2022 (Unaudited)	31.03.2022 (Audited)
Equity and Liabilities		
Shareholders' Funds:		
a) Share Capital	1,506.24	1,506.24
b) Reserves and Surplus	3,909.91	3,656.18
Non Current Liabilities:		
a) Long-Term Borrowings	346.15	483.51
b) Deffered Tax Liabilites (net)	134.80	132.02
c) Long-Term Provisions	111.25	88.36
Current Liabilites:		
a) Short-Term Borrowings	362.52	244.58
b) Trade Payables		
i) Total outstanding dues of micro enterprises and small enterprises	104.25	159.88
ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	298.52	231.27
c) Other Current Liabilities	2,678.75	1,880.74
d) Short-Term Provisions	7.47	22.89
Total	**9,459.86**	**8,405.67**
Assets		
Non Current Assets:		
a) Property, Plant and Equipment and Intangible Assets		
Property, Plant and Equipment	4,157.28	4,310.54
b) Non-Current Investments	213.21	138.44
c) Long Term Loans and Advances	1,371.75	1,817.03
d) Other Non Current Assets	9.10	8.85
Current Assets:		
a) Inventories	35.07	41.27
b) Trade Receivables	1,243.02	914.02
c) Cash and Bank Balances	1,199.50	868.81
d) Short Term Loans and Advances	1,211.93	253.24
e) Other Curent Assets	19.00	53.47
Total	**9,459.86**	**8,405.67**

Place: Secunderabad
Date: 14.11.2022

DRS DILIP ROADLINES LTD. SEC'BAD

For and on behalf of the Board

Anjani Kumar Agarwal
CEO & Managing Director
DIN : 00006982

Scanned with CamScanner

DRS Dilip Roadlines Limited Consolidated Statement of Assets and Liabilities as on 30th.Sept,2022 All Amounts in Rs. Lakhs unless otherwise stated		
	30.09.2022 (Unaudited)	31.03.2022 (Audited)
Equity and Liabilities		
Shareholders' Funds:		
a) Share Capital	1,506.24	1,506.24
b) Reserves and Surplus	4,017.22	3,697.94
Non Current Liabilities:		
a) Long-Term Borrowings	1,081.43	1,092.69
b) Deffered Tax Liabilites (net)	156.68	148.54
c) Long-Term Provisions	111.25	88.36
Current Liabilites:		
a) Short-Term Borrowings	648.21	694.59
b) Trade Payables		
(A)Total outstanding dues of micro enterprises and small enterprises	104.25	159.88
(B)Total outstanding dues of creditors other than micro enterprises and small enterprises	408.69	286.69
c) Other Current Liabilities	2,925.62	2,062.95
d) Short Term Provisions	7.47	22.89
	-	
Total	10,967.07	9,760.77
Assets		
Non Current Assets:		
a) Property, Plant and Equipment and Intangiable assets		
i) Property plant and equipment	5,068.73	5,041.84
ii) Goodwill arising on consolidation	507.50	507.50
b) Non-Current Investments	223.02	119.75
c) Long term loans and advances	433.47	956.19
d) Other Non Current Assets	43.56	54.81
Current Assets:		
a) Inventories	35.07	41.27
b) Trade Receivables	1,371.40	1,057.13
c) Cash and Bank Balances	1,213.75	873.52
d) Short Term Loans and Advances	2,060.66	1,055.29
e) Other Curent Assets	9.92	53.47
Total	10,967.07	9,760.77

Place: Secunderabad
Date: 14.11.2022

For and on behalf of the Board

DRS DILIP ROADLINES LTD. SECBAD

Anjani Kumar Agarwal
CEO & Managing Director
DIN:00006982

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DRS DILIP ROADLINES LIMITED

Standalone Cashflow Statement For the Period Ended 30th September, 2022

All Amounts In Rs. Lakhs unless otherwise stated

Particulars	30.09.2022 (Unaudited)	31.03.2022 (Audited)
A) CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before Tax	349.59	616.66
Adjustment for :		
Depreciation	162.40	341.38
Finance Costs	41.88	81.57
Balances Written off / adjusted	-	67.23
Interest Income	(47.77)	-
Operating Profit Before Working Capital Changes	**506.11**	**1,106.84**
Changes in Working Capital		
(Increase)/Decrease in Inventories	6.20	(9.71)
(Increase)/Decrease in Trade receivables	(329.00)	(70.41)
Increase/(Decrease) in Trade Payables	11.62	202.11
Increase/(Decrease) in Provisions	7.47	14.95
(Increase)/Decrease Other Curent Assets	34.45	9.87
(Increase)/Decrease Short Term Loans and Advances	(958.68)	160.03
Increase/(Decrease) in Other Liabilities	699.75	682.54
Cash Generated from Operations	**(22.08)**	**2,096.22**
Less: Taxes Paid	(5.17)	-
Net Cash Flow from Operating Activities	**(16.91)**	**2,096.22**
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Property, Plant and Equipment	(9.14)	(179.60)
(Increase)/Decrease in Fixed Deposits	(0.24)	(8.85)
(Increase)/Decrease in Long term loans and advances	445.28	(860.83)
Interest Income	47.77	-
Investment in Shares and mutual funds	(74.77)	(138.44)
Net Cash Flow/(Used) from(In) Investing Activities	**408.90**	**(1,187.72)**
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds / (Repayment) from long term borrowings	(137.36)	(194.09)
Proceeds / (Repayment) from short term borrowings	117.94	(228.57)
Finance Costs	(41.88)	(81.57)
Net Cash Flow/(Used) from/(In) Financing Activities	**(61.30)**	**(504.23)**
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	**330.69**	**404.26**
Cash and Cash Equivalents at the beginning of the period/year	**868.81**	**464.55**
Cash and Cash Equivalents at the end of the period/year	**1,199.50**	**868.81**

DRS DILIP ROADLINES LTD. SECUNDERABAD

For and on behalf of the Board

Anjani Kumar Agarwal
CEO & Managing Director
DIN : 00006982

Place : Secunderabad
Date : 14.11.2022

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DRS DILIP ROADLINES LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED 30th SEPTEMBER 2022

All Amounts in Rs. Lakhs unless otherwise stated

Particulars	30.09.2022 Unaudited	31.03.2022 Audited
A) CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before Tax	420.51	661.45
Adjustment for :		
Depreciation and amortisation	218.15	359.20
Finance Costs	72.72	127.74
Balances Written off / adjusted	-	67.23
Interest Income	(13.89)	
Preoperative expenses writtenoff	11.49	22.98
Operating Profit Before Working Capital Changes	708.98	1,238.60
Changes in Working Capital		
(Increase)/Decrease in Inventories	6.20	(9.71)
(Increase)/Decrease in Trade Receivables	(314.27)	(77.91)
Increase/(Decrease) in Trade Payables	66.37	195.20
Increase/(Decrease) in Provisions	7.47	14.95
Increase/(Decrease)Other Curent Assets	43.30	11.92
(Increase)/Decrease Short -Term Loans and advances	(1,005.37)	(646.12)
Increase/(Decrease) in Other Liabilities	774.75	213.93
Cash Generated from Operations	287.44	940.86
Less: Taxes Paid	(5.17)	-
Net Cash Flow from Operating Activities	282.26	940.86
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Property, Plant and Equipment	(245.03)	(185.20)
(Increase)/Decrease in Loans and Advances	522.73	(8.85)
Investment in Shares and mutual funds	(103.27)	(143.44)
Interest Income	13.89	-
(Increase)/Decrease in Fixed Deposits	-	-
Net Cash Flow/(Used) from(In) Investing Activities	188.32	(337.49)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds / (Repayment) from long term borrowings	(11.26)	(266.35)
Proceeds / (Repayment) from short term borrowings	(46.38)	163.14
Finance Costs	(72.72)	(127.74)
Net Cash Flow/(Used) from/(In) Financing Activities	(130.35)	(230.95)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	340.23	372.42
Cash and Cash Equivalents at the beginning of the year	873.52	464.55
Add: Increase in cash on account of Susbsidiary	-	36.55
Cash and Cash Equivalents at the end of the year	1,213.75	873.52

The Cash Flow Statement has been prepared as per indirect method as set out in Accounting Standard-3 "Cash Flow Statement".

For and on behalf of the Board

DRS DILIP ROADLINES LTD. SECBAD

Anjani Kumar Agarwal
CEO & Managing Director
DIN:00006982

Place: Secunderabad
Date: 14.11.2022

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DRS. CARGO MOVERS PRIVATE LIMITED
BOARD OF DIRECTORS

Sri ANJANI KUMAR AGARWAL	-	Director
Sri SANJAY AGARWAL	-	Director

STATUTORY AUDITORS

M/s. Agarwal Varun & Co,
Chartered Accountants
5-8-352,Office No 204,
Raghav Ratna Tower, Abids,
Hyderabad–500001.

REGD & CORP OFF:

306, 3rd Floor, Kabra Complex, 61, M G Road,
Secunderabad - TG 500003

NOTICE

Notice is hereby given that the Fifteenth Annual General Meeting of the members of DRS. CARGO MOVERS PRIVATE LIMITED will be held as scheduled below:

Day & Date **: Friday, 30th September, 2022**
Time **: 10 :00 AM**
Venue **: 306, 3rd Floor, Kabra Complex, 61, M G Road, Secunderabad - TG 500003**

to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statement of the Company for the FY ended 31st March, 2022 along with the reports of Directors and Auditors thereon.

2. To re-appoint the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Agarwal Varun & Co, Chartered Accountants, be and are hereby appointed to the office of Statutory Auditors of the Company, to hold the office from the conclusion of this 15th Annual General Meeting until the conclusion of the 20th Annual General Meeting, i.e., with respect to FY, 2022-23 to FY 2026-27 (5 years) at such remuneration plus applicable taxes, and out of pockets expenses if any, as may be determined in consultation with the Auditors and duly approved by the Board of Directors of the Company.

"RESOLVED FURTHER THAT Mr. Anjani Kumar Agarwal, and/or Mr. Sanjay Agarwal, Directors of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies for and on behalf of the Company and to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution**."**

By the Order of the Board

Sd/-
Anjani Kumar Agarwal
Director
DIN: 00006982

Place : Hyderabad
Date **:** 20.09.2022

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The Proxy form duly filled in should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. All alterations/corrections made in the form of Proxy should be initialled by the Member.

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

3. Members / Proxies are requested to bring the Attendance Slip sent herewith duly filled in for attending the Meeting.

4. As per Secretarial Standard 2 (SS-2), route map to the venue of the Meeting has been attached to the Notice.

5. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.

6. The proposed AGM is being called and held at a Shorter Notice, which shall be subject to the approval of all the members of the Company.

By the Order of the Board

Sd/-
Anjani Kumar Agarwal
Director
DIN: 00006982

Place : Hyderabad
Date **:** 20.09.2022

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the **15th Annual Report** along with the Audited Statement of Accounts for the financial year ended 31st March 2022.

FINANCIAL RESULTS:

(Rs. In Lakhs)

Particulars	**Current Year 2021-22**	**Previous Year 2020-21**
Total Revenue (including Other Income)	1294.01	947.04
Profit/(loss) before Financial Charges, Depreciation and Taxes	258.61	255.3
Financial Charges	137.07	77.96
Depreciation	106.69	103.51
Profit / (loss) before Taxes	14.85	73.83
Exceptional Items	-	-
Provision for Income Tax	-	-
Provision for Deferred Tax	3.04	13.48
Profit / (loss) after Tax	11.81	60.35

PERFORMANCE SUMMARY AND STATE OF AFFAIRS

For the Financial year 2021-22, your company recorded a turnover of Rs.1058.46 lacs for the FY 2021-22 and earned a net profit of Rs.11.81 Lakhs as compared to the previous year's (2020-21) turnover of Rs.851.53 Lakhs and net profit of Rs.60.35 Lakhs.

Revenue Break up of our operational Income for the FY ended 2021-22 is as hereunder:

(Rs in Lakhs)

Sl. No.	**Particulars**	**For the FY ended 31.03.2022**	**For the FY ended 31.03.2021**

1.	From Transport Services:	344.68	385.38
2.	From Warehousing Services	712.55	448.59

The increase in the current's year turnover is primarily on account of major contribution from the warehouse services.

EXTERNAL FACTORS – COVID-19 AND THE OUTBREAK OF WAR – IMPACT THEREOF

The Financial Year 2021-22 suffered two major jolts, causing far reaching impact on the global economy. First, it was COVID-19 and then the Russia – Ukraine war. The beginning of the financial year witnessed unprecedented spread of COVID-19 resulting in lockdowns, restrictions on movements across the country and mass fatalities. Towards the end of 2nd quarter of the FY, while the waves of COVID started to subside steadily and normalcy was about to be restored, the Russia – Ukraine war broke out in the 4th quarter of the FY. The said events may have peculiar impacts on the global economy. While we are collectively and parallelly combating this pandemic, we are also slowly but steadily trying to recover and restore normalcy in our economy and also our lives. We have, to a certain extent, learned to adapt and align our work culture in tune with this Covid -19. Your Company's operations are directly related to movement of people and eventually that of goods. In the situations of lockdowns and other covid induced restrictions, a logistics Company need to evaluate and adapt itself in a very dynamic manner. Your Company is constantly following up with its regular customers in order to keep a real time track of their decisions. This has helped us plan our resources in an optimal manner. Further, we are also keeping our employees apprised of the developments in the Company and have been successful in retaining their confidence in the management. In the event of any such situation, your management is all geared up to face the challenge and overcome any contingency with absolute resilience. All this has helped us report good performance during the FY 2021-22 despite all odds. Riding on the encouraging performance during the first half of the FY 2021-22, we have achieved a growth of almost 25% in our turnover during the said FY. We expect to do better in the ensuing FY 2022-23.

TRANSFER TO RESERVES:

No amount is being proposed to be transferred to the Reserves for the FY 2021-22.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE COMPANY

Save and except as discussed elsewhere in this Report, i.e, the uncertain ripple effect of Covid 19 on the business operations of the Company and the restructuring exercise being undertaken by the Company, there have been no material changes and commitments

affecting the financial position of the company between the end of the financial year and the date of this report.

NATURE OF BUSINESS

There has been no change in the nature of business of your Company during the FY ended 31st March, 2022.

DIVIDEND

In view of proposed restructuring exercise, your Board of Directors have not recommended any Dividend for the Financial Year 2021-22.

CORPORATE RESTRUCTURING:

During the FY ended 31st March, 2022, with an intent to leverage the common business opportunities, your Company's 100% stake was acquired by DRS Dilip Roadlines Limited, thus making it its wholly owned subsidiary.

Subsequently, in view of long term strategy, it was resolved that the Warehouse Division of DRS Dilip Roadlines Limited be hived off and demerged into your Company.

It may be noted that presently DRS Dilip Roadlines Limited has two divisions / undertakings viz. Transport Division and the Warehouse Division. With an endeavor to enhance shareholders value and insulate both the businesses from the risks of each other, it is proposed to reorganize and absorb the Warehouse Division.

The Demerger of Warehouse Division from the Demerged Company will facilitate the Demerged Company to focus on its remaining prime business and eventual transfer of the Warehouse Division to the Resulting Company will enable the Resulting Company to focus on ventures with greater profitability.

In view of the aforesaid, it is proposed that the Warehouse Division of the Demerged Company (DRS Dilip Roadlines Limited) be segregated and demerged, pursuant to a Scheme of Arrangement and be transferred to the Resulting Company (DRS. Cargo Movers Private Limited) for achieving independent focus.

In the said regard, a Scheme of Arrangement between DRS Dilip Roadlines Limited and DRS. Cargo Movers Private Limited and their respective shareholders and creditors, has been approved by the Audit Committee of DRS Dilip Roadlines Limited and the respective Board of Directors of the said Companies, whereby the warehouse Division is proposed to be demerged into DRS. Cargo Movers Private Limited, (the "Resulting Company"); on a going concern basis with effect from the Appointed Date i.e. April 1, 2022. DRS Dilip Roadlines Limited has made an Application to the National Stock Exchange of India Limited, seeking its NOC under Regulation 37 of SEBI (LODR) Regulations, 2015 and

applicable Master Circular(s) of SEBI. The NOC is awaited. Requisite compliances will be undertaken in the course of time.

DIRECTORS / KEY MANAGERIAL PERSONNEL:

The Board of Directors is duly constituted.

There has been no change in the constitution of the Board during the year under review i.e. the structure of the Board remains the same.

Further, there was no appointment / resignation of any Key Managerial Personnel during the said year.

BOARD EVALUATION:

The performance evaluation of all the Directors and that of the Board as a whole and its committees was conducted based on the criteria and framework adopted by the Board.

In line with effective governance requirements, the Board reviews its own performance annually using a pre-determined template designed as a tool to facilitate the evaluation process. The assessment was built around the functioning of the Board as a whole, its Committees and also the evaluation of Individual Directors. The self-assessment format considered performance effectiveness with regard to Board composition, expertise, dynamics, strategic oversight, risk management and internal control, succession planning and leadership.

MEETINGS OF THE BOARD OF DIRECTORS

The Board met 08 times, i.e., 28.04.2021, 30.06.2021, 28.07.2021, 04.09.2021, 27.10.2021, 29.12.2021, 22.01.2022 and 08.03.2022 during the Financial Year 2021-22. The intervening gap between any two consecutive board meetings was within the period prescribed under the provisions of the Companies Act, 2013.

Directors attendance during the FY 2021-22:

Name of the Director	Number of Meetings attended
Anjani Kumar Agarwal	8/8
Sanjay Agarwal	8/8

AUDITORS:

M/s. A Tibrewala & Associates, Chartered Accountants, (FRN 019298S) who were appointed as the Statutory Auditors of the Company at the 11th Annual General Meeting held on 30th September, 2018 for a period of 5 years have resigned from their office of Statutory Auditors of the Company, effective 13th May, 2022, due to preoccupation with other assignments. The casual vacancy, thus arising, has been filled by the Board and

subsequently by the members, by appointing M/s. Agarwal Varun & Co., Chartered Accountants (Firm Registration Number: 021595S) to the office of Statutory Auditors of the Company, who shall hold the office till the conclusion of the ensuing Annual General Meeting. Further, it is also proposed that M/s. Agarwal Varun & Co., be appointed for a period of 5 years, to hold the office from the conclusion of the ensuing 15th Annual General Meeting till the conclusion of 20th Annual General Meeting, i.e., with respect to financial years, beginning April 1, 2022 and ending on March 31, 2027.

Respective resolution is attached for your consideration.

COST RECORDS:

It is confirmed that the maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 and hence accounts and records related thereto are not required to be made or maintained.

FIXED DEPOSITS:

Your Company has neither accepted nor repaid any deposits during the FY ended 31st March, 2022.

Further, there were no outstanding deposits as at the beginning of the FY or at any time during the FY 2021-22. Hence, there are no details to be provided pursuant to Rule 8 (5) (v) & (vi) of Companies (Accounts) Rules, 2014.

Further, the details of unsecured loans borrowed from Directors during the FY ended 31st March, 2022 and / or outstanding as on the said date are as hereunder:

Sl. No.	Name	Borrowings during the year (Rs.)	Repayment during the year (Rs)	Amt. outstanding as on 31st March, 2022 (Rs.)
1.	Anjani Kumar Agarwal	-	13670853	44,69,848
2.	Sanjay Agarwal	-	5302054	2,74,91,184

Further, the said Directors had provided declaration(s) in writing that the amounts lent by them are their own respective funds and not been given out of funds acquired by them by borrowing or accepting loans or deposits from others.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3) (c) of the Companies Act, 2013:

a. that in the preparation of the annual accounts for the year ended 31st March, 2022, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;

b. the Directors have selected such accounting policies as mentioned in Notes to the Financial Statements 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 and of the profit and loss of the company for that period;

c. proper and sufficient care has been taken 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 annual accounts have been prepared on a going concern basis; and

e. proper internal financial controls were in place and that such internal financial controls are adequate and were operating effectively.

f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

SUBSIDIARIES / JOINT VENTURES OR ASSOCIATE COMPANIES:

Your Company does not have any Subsidiary or Joint Venture or Associate Company as on the close of financial year under report and even as on date.

HOLDING COMPANY:

The members may note that during the year under review DRS Dilip Roadlines Limited, acquired entire share capital of your company and thus attains the status of Holding Company of your Company.

INTERNAL FINANCIAL CONTROL SYSTEMS:

Your Company has adopted policies and procedures which enables implementation of appropriate internal financial controls across the organization and also ensures the orderly and efficient conduct of business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of fraud, error reporting mechanism, the accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures.

Internal Financial Controls are an integral part of the Risk Management Process, addressing financial and financial reporting risks. The Internal Financial Controls have been documented, digitized and embedded in the business process.

Assurance on the effectiveness of the Internal Financial Controls is obtained through our management reviews, control self-assessment, continuous monitoring by functional experts as well as testing of the Internal Financial Control systems by the Internal Auditor during the course of audit. We believe that these systems provide reasonable assurance that our Internal Financial Controls are commensurate with the requirements of our organization.

LOANS, GUARANTEES OR INVESTMENTS:

Details of investments held by the Company are as hereunder:

- Investment in Axis Bluechip Fund Rs 1.5 lacs
- Investment in Axis Midcap Funds of Rs 1 lacs
- Investment in Canara Rebeco Emerging Equity Rs 1.5 lacs
- Investment in Kotal Small Cap Fund Rs. 1 lacs

Apart from the aforesaid, the company has not given any loan or given any guarantee or provided any security as contemplated under Section 186 of the Act.

SECRETARIAL STANDARDS:

It is confirmed that the applicable Secretarial Standards i.e., SS-1 and SS-2 relating to 'Meeting of the Board of Directors' and 'General Meetings' respectively, have been duly complied by the Company.

RELATED PARTY TRANSACTIONS

During the FY under review, transactions were conducted by the Company pursuant to the Agreements entered into with its Related Parties during previous years / financial year under review. There are no materially significant related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel or any related party which may have a potential conflict with the interest of the Company at large.

The details of related party transactions which were entered into during the previous year's/ current Financial Year are provided at Note No.4.3 forming part of the notes to standalone financial statements.

As per Section 134(3)(h) of the Companies act, 2013, the particulars of related party transactions as referred to in Section 188(1) of the Companies Act, 2013 have been disclosed in Form No. AOC – 2 which is appended as ***Annexure –II*** to this Report.

However, all the said transactions are conducted in the ordinary course of business and are at arms length basis.

PARTICULARS OF EMPLOYEES

The Company does not have any employee whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

ANNUAL RETURN:

In accordance with Section 134 (3) (a) of the Companies Act, 2013, a copy of Annual Return in the prescribed format i.e. Form MGT -7 along with attachments is placed on the website of the Company www.drscargomovers.com and may be accessed at http://www.drscargomovers.com/images/DRS-Cargo-Annual-Return-2021-22.pdf

RISK MANAGEMENT POLICY:

A risk management policy has been devised and adopted by the Board.

Pursuant to the said policy, the Board (a) oversees and approves the Company's enterprise-wide risk management framework and (b) oversees that all the risks that the organization faces such as clientele, financial, liquidity, IT, legal, regulatory, reputational and other risks have been identified and assessed and ensures that there is an adequate risk management mechanism in place capable of addressing those risks.

The policy aims at sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business.

INSURANCE

All properties and insurable interests of the Company have been fully insured.

CORPORATE SOCIAL RESPONSIBILITY:

Since the Company does not fall within any of the parameters specified under the provisions of Section 135 of the Companies Act, 2013 read with Rules made thereunder, reporting pursuant to Section 134(3) (o) is Not Applicable.

SHARE CAPITAL:

During the FY 2021-22, there was no change in the share capital of the Company.

The Capital Structure, as on date, stands as follows:

Sl. No.	Particulars	At the end of the year (Amt. in Rs.)	At the beginning of the Year (Amt. in Rs.)
1	**Authorised Capital:** 12,50,000 Equity Shares of Rs.10/- each	125,00,000	125,00,000
2	**Issued, Subscribed & Paid up Capital:** 11,84,300 Equity Shares of Rs. 10/- each	118,43,000	118,43,000

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details regarding Energy Conservation, Technology Absorption, Foreign Exchange Earnings and Outgo as required under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are given in the ***Annexure - I*** and forms part of this report.

POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORK PLACE:

The Company strongly supports the rights of all its employees to work in a harassment – free environment. The Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The policy aims to provide protection to Employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where Employees feel secure. The Company has also constituted an Internal Committee, known as Anti Sexual Harassment Committee to address the concerns and complaints of sexual harassment and to recommend appropriate action.
We further confirm that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

SIGNIFICANT OR MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no orders passed by the Regulators / Courts which would impact the going concern status of your Company and its future operations. Further, it is confirmed that there were no instances of fraud to be reported by the Auditors vide their Report for the financial year 2021-22.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 & STATUS THEREOF :

During the year under review, neither any application was made nor any proceeding stands pending under the Insolvency and Bankruptcy Code, 2016, as on 31st March, 2022.

DETAILS OF DIFFERENCE BETWEEN THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH REASONS THEREOF

During the year under review, the Company has not proposed or entered into any One Time Settlement with Bank / Financial Institution and hence question of providing details of difference between amount of the valuation done at the time of One Time Settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, does not arise.

SECRETARIAL STANDARDS:

The Company has complied with the with the applicable clauses of the Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India.

ACKNOWLEDGEMENTS:

The directors of your company express their gratitude to the bankers, government agencies and the shareholders of the company for their continuous support.

For and on behalf of the Board

Sd/-	Sd/-
Anjani Kumar Agarwal	Sanjay Agarwal
Director	Director
DIN: 00006982	**DIN: 00204750**

Place : Hyderabad
Date : 20.09.2022

Annexure - I

CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGYABSORPTION AND FOREIGN EXCHANGE EARNINGS/ OUTGO:

The particulars as prescribed under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are as follows:

A. Conservation of Energy : Not Applicable

i. the steps taken or impact on conservation of energy;
ii. the steps taken by the company for utilizing alternate sources of energy;
iii. the capital investment on energy conservation equipment;

B. Technology Absorption : Not Applicable

i. the efforts made towards technology absorption;
ii. the benefits derived like product improvement, cost reduction, product development or import substitution;
iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

   (a) the details of technology imported;
   (b) the year of import;
   (c) whether the technology been fully absorbed;
   (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and

iv. the expenditure incurred on Research and Development.

C. Foreign Exchange Earnings and Outgo during the year:

i.	Foreign Exchange Earned	: Nil
ii.	Foreign Exchange Outgo	: Nil

For and on behalf of the Board

Sd/-	Sd/-
Anjani Kumar Agarwal	Sanjay Agarwal
Director	Director
DIN: 00006982	**DIN: 00204750**

Place : Hyderabad
Date : 20.09.2022

Annexure II

FORM NO. 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 into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis – Nil

2. Details of contracts or arrangements or transactions at Arm's length basis:

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	DRS Dilip Roadlines Limited. (Enterprise in which Director and / or their relatives have control)
	Nature of contracts/arrangements/transaction	Agreement for providing / obtaining vehicles on Hire Basis.
	Duration of the contracts/arrangements/transaction	Term of Agreement – 3 years
	Salient terms of the contracts or arrangements or transaction including the value, if any	Obtaining vehicles on Hire basis shall be determined on case-to-case basis, depending upon supply -demand conditions. However, upto a maximum value of Rs.3.00 Crores per annum.
	Date of approval by the Board	05.04.2020
	Amount paid as advances, if any	Nil

For and on behalf of the Board

Sd/-	Sd/-
Anjani Kumar Agarwal	Sanjay Agarwal
Director	Director
DIN: 00006982	**DIN: 00204750**

Place : Hyderabad
Date : 20.09.2022

INDEPENDENT AUDITORS' REPORT

To

The Members of **DRS CARGO MOVERS PRIVATE LIMITED**

Report on the audit of the financial statements

Opinion

We have audited the accompanying financial statements of **DRS CARGO MOVERS PRIVATE LIMITED** ("the Company"), which comprise the balance sheet as at March 31, 2022 and the Statement of Profit and Loss 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 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its Profit and Loss for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the standards on auditing 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 there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's 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 the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our 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 responsibility for the financial statements

The Company's board of directors are 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, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. 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 accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial 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 are also responsible for overseeing the Company's financial reporting process.



Auditor's responsibilities for the audit of the financial statements

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

Report on other legal and regulatory requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account;

(d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;

(e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;



(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;

a. The Company does not have any pending litigations which would impact its financial position;

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For AGARWAL VARUN & CO,
Chartered Accountants
FRN: 021595S



(CA VARUN AGARWAL)
PROPRIETOR
Membership No.: 243218
UDIN: 22243218AKKXQS8680

Place: Hyderabad
Date: 28/05/2022

Annexure "A" to the Independent Auditor's Report*

(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report to the members of **DRS CARGO MOVERS PRIVATE LIMITED** of even date)

1. In our opinion the company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.

   i) (a)The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
   (b) According to the information and explanations furnished to us, the company does not have Intangible Assets.

   ii) All the Property, Plant and Equipment have been physically verified by the management during the year by the management and no material discrepancies were noticed on such verification.

   iii) In our opinion the title deeds of immovable properties are held in the name of the company.

   iv) The company has not revalued its Property, Plant & Equipment or Intangible assets or both during the year

   v) Based on the information and explanations furnished to us no proceedings have been initiated against the company for holding benami property under The Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

2. (i) According to the information and explanations furnished to us, the company does not have inventory.
   (ii) The quarterly returns/statements filed by the company with banks/financial institutions are in agreement with the books of the company.

3. According to the information and explanations given to us, the company has not granted loans secured or Unsecured to Companies, firms or other Parties covered in the register maintained under section 189 of the Companies Act, 2013.

4. The company has not granted any loans or advances in the nature of loans to parties covered in the register maintained under section 185 & 186 of the Act. Hence, the question of reporting whether the receipt of principal and interest are regular and whether reasonable steps for recovery of over-dues of such loans have been taken or not does not arise.

5. The Company has not accepted deposits in terms of Section 73 to 76 during the year and does not have any unclaimed deposits as at March 31, 2022 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

6. 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

7. a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities

   b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, cess and other material statutory dues in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.

   c) According to the information and explanations given to us, there are no dues of Income tax, sales tax, Goods and Service Tax, service tax, duty of customs duty of excise and value added tax which have not been deposited on account of any dispute.

8. According to the records of the company examined by us and the information and explanations given to us, there are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961;

9. In our Opinion and according to the information and explanations given to us,
   (i) The company has not defaulted in any repayment of dues to any financial institution or bank or debenture holders.

   (ii) The company has not been declared as a wilful defaulter by any bank or financial institution or other lender.

   (iii) The term loans have been utilised for the purposes for which they were obtained.

   (iv) The funds raised on a short-term basis have not been utilised for long term purposes.

   (v) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

   (vi) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

10. (i) The company has not made any initial public offer during the year.

    (ii) The company has not made any preferential allotment or private placement of shares/debentures during the year.

11. (i) Based upon the audit procedures performed and information and explanations given to us by the management, we report that no fraud by the company or on the company by its officers/employees has been noticed or reported during the course of our audit.

    (ii) Any report under sub-Section (12) of Section 143 of the Companies Act has not been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.

    (iii) No whistle blower complaints were noted during the year by the company.

12. In our opinion, the company is not a Nidhi company. Therefore, the provisions of clause 3 (xii) of the Companies (Auditor's Report) Order, 2020 are not applicable to the company.

13. According to the records of the Company examined by us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 have complied with and the details have been disclosed in the Financial Statements as required by applicable accounting standards.

14. Internal Audit is not applicable to the company as per the terms of sec 138 of the Act.

15. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

16. (i) According to the information and explanations given to us, in our opinion the company is not required to get registration under section 45-IA of the Reserve Bank of India Act, 1934.

    (ii) 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.

    (iii) The Company is not a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India.

17. The company has not incurred any cash losses in the Financial Year and in the immediately preceding Financial Year.

18. There has not been any resignation of the statutory auditors during the year.

19. On the basis of the financial ratios, aging 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.

20. Corporate social Responsibility is not applicable to the Company as per the terms of sec 135 of the Act.

21. There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

For AGARWAL VARUN & CO,
Chartered Accountants
FRN: 021595S





(CA VARUN AGARWAL)
PROPRIETOR
Membership No.: 243218
UDIN: 22243218AKKXQS8680

Place: Hyderabad
Date: 28/05/2022

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2 (f) under 'Report on other legal and regulatory requirements' section of our report to the Members of **DRS CARGO MOVERS PRIVATE LIMITED** of even date)

Report on the internal financial controls over financial reporting 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 **DRS CARGO MOVERS PRIVATE LIMITED** ("the Company") as at March 31, 2022, 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 board of directors of the Company 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, 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 internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 were 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 in 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 control system over financial reporting.

Meaning of internal financial controls over financial reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial

statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 authorisations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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 of 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 and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, 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 AGARWAL VARUN & CO,
Chartered Accountants
FRN: 021595S





(CA VARUN AGARWAL)
PROPRIETOR
Membership No.: 243218
UDIN: 22243218AKKXQS8680

Place: Hyderabad
Date: 28/05/2022

DRS CARGO MOVERS PRIVATE LIMITED
(Formerly known as DRS Labs (India) Private Limited
Balance Sheet as at March 31, 2022

Rs. In lakhs

PARTICULARS	Note	As at 31.03.2022	As at 31.03.2021
I.EQUITY AND LIABILITIES			
1. Shareholders' Funds			
a) Share capital	2	118.43	118.43
b) Reserves and Surplus	3	-560.49	-572.30
2. Non-current Liabilities			
a) Long term borrowings	4	1,470.02	1,827.74
b) Deferred Tax Liability		16.52	13.48
3. Current Liabilities			
a) Short term borrowings	5	450.02	-
b) Trade payables	6	55.42	74.68
i) Total outstanding dues of micro enterprises and small enterprises			
ii) Total outstanding dues of creditors other than micro enterprises and small enterprises			
c) Other current liabilities	7	182.21	247.22
TOTAL EQUITY AND LIABILITIES		**1,732.13**	**1,709.25**
II. ASSETS			
1. Non-Current Assets			
a) Property, Plant and Equipment and Intangible assets	8	731.31	783.29
b) Pre-operative expenses	9	45.96	68.94
c) Non-Current Investments	10	5.00	
2. Currest Assets			
a) Inventories			
b) Trade Receivables	11	143.11	156.43
c) Cash and bank balances	12	4.72	92.64
d) Other current assets	13	166.18	154.87
e) Short term loans and advances	14	635.86	453.08
TOTAL ASSETS		**1,732.13**	**1,709.25**
		-	-
Significant Accounting policies	1		

The Notes referred to above and the statement on significant accounting policies form an integral part of the Balance Sheet

As per our report of even date

For Agarwal Varun & Co
Chartered Accountants
(Registraion No.021595S)

Varun Agarwal
Proprietor
M.No. 243218
UDIN : 22243218AKKXQ58680
Place: Secunderabad
Date :28.05.2022

Agarwal Varun & Co. Hyderabad Chartered Accountants

For and on behalf of the Board

Anjani Kumar Agarwal
Director

Sanjay Kumar Agarwal
Director

DRS CARGO MOVERS PRIVATE LIMITED
(Formerly known as DRS Labs (India) Private Limited)
Profit & Loss account for the year ended March 31, 2022

Rs. In lakhs

PARTICULARS	Note	For the YE 31.03.2022	For the YE 31.03.2021
I. Income from operations	15	1,058.46	851.53
II. Other income	16	235.55	95.52
III. TOTAL INCOME		**1,294.01**	**947.04**
IV. EXPENDITURE			
Consumption of raw material			
Employee benefits	17	75.01	75.34
Finance cost	18	137.07	77.96
Other expenditue	19	937.40	593.42
Depreciation	8	106.69	103.51
Pre- operating Expenses written off		22.98	22.98
TOTAL		**1,279.15**	**873.21**
V. Profit before tax		14.85	73.83
Tax Expense			
(i) Current Tax			
(ii) Deferred Tax		3.04	13.48
		-	-
VI. Profit for the year		**11.81**	**60.35**
Earnings per share			
-Basic EPS			
- Diluted EPS			

Significant Accounting policies 1

The Notes referred to above and the statement on significant accounting policies form an integral part of the Balance Sheet

As per our report of even date

For Agarwal Varun & Co
Chartered Accountants
(Registraion No.021595S)

Varun Agarwal
Proprietor
M.No. 243218
UDIN : 22243218AKKXQ58680
Place: Secunderabad
Date: 28.05.2022

Agarwal Varun & Co. Hyderabad Chartered Accountants

For and on behalf of the Board

Anjani Kumar Agarwal
Director

Sanjay Kumar Agarwal
Director

DRS CARGO MOVERS PRIVATE LIMITED
(Formerly known as DRS Labs (India) Private Limited
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022

Rs. In lakhs

Particulars	31.03.2022	31.03.2021
A) CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before Tax	14.85	73.83
Adjustment for :		
Depreciation	106.69	103.51
Finance Costs	137.07	77.96
Balances Written off / adjusted	22.98	22.98
Loss on sale of Propery, Plant and Equipment	-	-
Operating Profit Before Working Capital Changes	**281.59**	**278.29**
Changes in Working Capital		
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in Trade and other Receivables	2.01	99.04
Increase/(Decrease) in Trade Payables	-19.26	68.16
Increase/(Decrease) in Provisions	-	-0.27
Increase/(Decrease) in Other Liabilities	-65.01	138.47
Cash Generated from Operations	**199.33**	**583.69**
Less: Taxes Paid	-	-
Net Cash Flow from Operating Activities	**199.33**	**583.69**
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Property, Plant and Equipment	-54.70	-123.35
Advance/(Refund) for purchase of Property, Plant and Equipment	-187.78	-265.19
Proceeds from Sale of Property, Plant and Equipment	-	485.35
Decrease/(Increase) in Capital Work in Progress	-	
Net Cash Flow/(Used) from(In) Investing Activities	**-242.48**	**96.81**
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds / (Repayment) from long term borrowings	-357.72	-537.30
Proceeds / (Repayment) from short term borrowings	450.02	-
Finance Costs	-137.07	-77.96
Net Cash Flow/(Used) from/(In) Financing Activities	**-44.77**	**-615.26**
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	**-87.92**	**65.23**
Cash and Cash Equivalents at the beginning of the period	**92.64**	**27.41**
Cash and Cash Equivalents at the end of the period	**4.72**	**92.64**

The Cash Flow Statement has been prepared as per indirect method as set out in Accounting Standard-3 "Cash Flow Statement"

As per our report of even date

For Agarwal Varun & Co
Chartered Accountants
(Registraion No.021595S)

Varun Agarwal
Proprietor
M.No. 243218
UDIN : 22243218AKKXQ58680
Place: Secunderabad
Date :28.05.2022

Agarwal Varun & Co. Hyderabad Chartered Accountants

For and on behalf of the Board

Anjani Kumar Agarwal
Director

Sanjay Kumar Agarwal
Director

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. Significant accounting policies

(a) Basis of preparation

(i) The financial statements of the Company for the year ended March 31, 2021 have been prepared on historical cost basis and its compliance with the mandatory Accounting Standards as prescribed under section 133 of the Companies (Accounts) Rules, 2014 as applicable, and the relevant provisions of the Companies Act, 2013.

(ii) The Ministry of Corporate Affairs amended the Schedule III to the Companies Act, 2013 on 24 March 2021 to increase the transparency and provide additional disclosures to users of financial statements. These amendments are effective from 1 April, 2021.Consequent to above, the Company has changed the classification/presentation of current maturities of long-term borrowings in the current year.

(b) Use of estimates

The preparation of the financial statements in conformity with the generally accepted accounting principles requires that the management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as of the date of the financial statements, and the reported amount of revenues and expenses during the reported period, actual results could differ from those estimates.

(c) Leases

Where the Company is the lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss Account on a straight-line basis over the lease term.

(d) Borrowing Cost

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as expense in the year in which they are incurred.

(e) Inventories

Raw material, packing material, stores and work-in-progress are valued at cost. Finished goods are valued at lower of cost or net realizable value. Excise duty on goods manufactured by the company and remaining in inventory is included as part of valuation of finished goods.

(f) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. The company recognizes sales at the point of dispatch of goods to the customer. Sales are net of discounts, sales tax, excise duty and returns. Revenue from sales is based on the price specified in the sales contracts, net of all expected discounts
and returns in relation to sales made until the end of the reporting period.

(g) Depreciation

Depreciation is provided using the straight line method over the useful life of the assets as prescribed under part C of Schedule II of the Companies Act, 2013. Depreciation is charged on a pro-rata basis for assets purchased / sold during the period

(h) Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation and impairment losses. Cost comprises all direct expenses incurred to bring an asset to working condition for its intended use. Cost also includes financing costs relating to specific borrowing(s) attributable to the acquisition or construction of fixed assets.

(i) Borrowing cost

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 a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to revenue.

(j) Provision for current and deferred tax

a) Taxation is provided for under the tax payable method, whereby all income taxes devolving upon the company are provided for, after considering all eligible allowances and rebates. Any claims by the Revenue Authorities against the Company are evaluated as regards the likelyhood of their crystallizing into a liability. Accordingly, the claims are quantified to the extent accurately determinable and provision recorded or disclosure made depending on the assessment of such likelihood.

b) Deferred tax is recognized for all the timing differences. Deferred tax assets are recognized when considered prudent.

(d) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.

DRS CARGO MOVERS PRIVATE LIMITED
(Formerly known as DRS Labs (India) Private Limited)
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2022

NOTE 2: Share Capital

Rs.in lakhs

Particulars	31.03.2022	31.03.2021
Authorised Capital		
12,50,000(P.Y 12,50,000) Equity shares of Rs.10/- each	125.00	125.00
	125.00	**125.00**
Issued and Subscribed		-
12,50,000(P.Y 12,50,000) Equity shares of Rs.10/- each	125.00	125.00
	125.00	**125.00**
Paid up		-
11,84,300(P.Y 11,84,300) Equity shares of Rs.10/- each, fully paid-up	118.43	118.43
	118.43	**118.43**

A. Movement in Equity Share Capital

Particulars	As at 31 March, 2022	As at 31 March, 2021
Balance at the beginning of the year	118.43	118.43
Add: Changes in equity share capital due to prior period errors		-
Restated balance at the beginning of the year	118.43	118.43
Add: Changes in equity share capital during the year		-
Balance at the end of the year	118.43	118.43

B. Details of shareholders holding more than 5% equity shares

	Name of the shareholder	As on 31.03.2022			As on 31.03.2021	
		No. of equity shares	% of holding	% change during the year	No. of equity shares	% of holding
1	Anjani Kumar Agarwal (Nominee of DRS Dilip Roadlines Limited)	1	0.01	-99.99%	599,644	50.63
2	Sanjay Kumar Agarwal	-	-	-100%	584,656	49.37
3	DRS Dilip Roadlines Limited	1,184,299	99.99	99.99%		
	TOTAL	1,184,300	100.00		1,184,300	100.00

(i) The Company has become wholly owned subsidiary of DRS Dilip Roadlines Limited under a scheme of Takeover

B. Other Equity

Particulars	Reserves and Surplus		
	Securities premium	Retained earnings	Total
Balance as at 01 April, 2020	-	-632.65	-632.65
Add: Changes in accounting policy or prior period errors	-		-
Dividends	-		-
Net profit transferred from profit and loss account	-	60.35	60.35
Balance as at 31 March, 2021	-	-572.30	-572.30
Add: Changes in accounting policy or prior period errors	-		-
Dividends	-		-
Net profit transferred from profit and loss account	-	11.81	11.81
Balance as at 31 March, 2022	-	-560.49	-560.49

NOTE 4: Long Term Borrowings

Particulars	31.03.2022	31.03.2021
Secured Loans		
From Banks	289.57	1,118.02
		-
Unsecured Loans		-
From Holding Company		-
DRS Dilip Roadlines	860.83	200.38
Loans from Directors	319.61	509.34
		-
		-
TOTAL	**1,470.02**	**1,827.74**

4.1 Loans taken from directors, directors relatives and shareholders are treated as long term as no terms of repayment are fixed and the company is not expecting to pay any amounts in the next financial year

4.2. Loan from bank represents loan from ICICI Bank limited taken for Purchase of trucks and car and working capital term loan. The above loans are secured by mortgage against trucks and car.

4.3 Related party transactions:

a) Nature of relationship	Names of the related parties
Holding Company	DRS Dilip Roadlines Limited w.e.f ----------
Key Management Personnel	Mr Anjani Kumar Agarwal,Director Mr Sanjay Kumar Agarwal, Director

b) Disclosure of material transactions with related parties		
	31.03.2022	**31.03.2021**
DRS Dilip Roadlines Pvt Ltd	860.83	200

4.5 Maturity profile of Term Loans

Particulars	2022-23	2023-24	2024-25	TOTAL
ICICI Bank Ltd - 1	188.42	66.63	-	255.05
ICICI Bank Ltd - 2	185.58	99.21	-	284.79
ICICI Kia Car Loan	4.59	4.96	-	9.55
ICICI - Working capital term loan	71.42	77.54	41.23	190.20
TOTAL	**450.02**	**248.34**	**41.23**	**739.59**

NOTE 5: Short Term Borrowings

Particulars	31.03.2022	31.03.2021
Current maturities of Long term Debt(Refer Note 4.5)	450.02	-
TOTAL	**450.02**	**-**

Note 6:Trade Payables

Particulars	31.03.2022	31.03.2021
Dues to Micro and Small Enterprises	-	-
Others	55.42	74.68
		-
TOTAL	**55.42**	**74.68**

As on March 31, 2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
i)MSME	-	-	-	-	
ii)Others	55.42	-	-	-	55.42
iii)Disputed Dues-MSME	-	-	-	-	
IV)Disputed Dues-Others	-	-	-	-	

As on March 31, 2021

As on March 31, 2021

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
i)MSME	-	-	-	-	-
ii)Others	74.68	-	-	-	74.68
iii)Disputed Dues-MSME	-	-	-	-	-
IV)Disputed Dues-Others	-	-	-	-	-

NOTE 7: Other Current Liabilities

Particulars	31.03.2022	31.03.2021
Deposits Machinery	-	100.00
Expenses payable	37.29	7.83
Deposit - Rent	125.32	79.67
Chit Funds	14.03	57.81
Tds payable	5.57	1.90
TOTAL	**182.21**	**247.22**

DRS CARGO MOVERS PRIVATE LIMITED

NOTE : 8 Property, Plant and Equipment

Particulars	GROSS BLOCK				DEPRECIATION					NET BLOCK AS AT	
	Gross Block as at 01.04.2021	Additions during the year	Sales / adjustments	Gross Block as at 31.03.2022	Up to 01.04.2021	Rate of Depreciation	For the year	On deletion /Adjustment	Up to 31.03.2022	31.03.2022	31.03.2021
Buildings	149.38	51.99	-	201.38	6.83	3.17	5.79	-	12.62	188.75	142.55
Office Equipments	2.33	1.36	-	3.69	0.51	19.00	0.54	-	1.04	2.65	1.82
Computers	-	1.10	-	1.10	-	33.33	0.04	-	0.04	1.06	-
Plant & Machinery	0.10	0.25	-	0.35	0.00	6.33	0.02	-	0.02	0.33	0.10
Car	16.27	-	-	16.27	0.11	11.88	1.93	-	2.04	14.23	16.16
Trucks	828.02	-	-	828.02	205.36	11.88	98.37	-	303.73	524.29	622.66
TOTAL	**996.11**	**54.70**	**-**	**1,050.81**	**212.81**		**106.69**	**-**	**319.50**	**731.31**	**783.29**

NOTE 9: Pre-operative expenses

Particulars	31.03.2022	31.03.2021
Pre - operative expenses	45.96	68.94
TOTAL	**45.96**	**68.94**

NOTE 10: Investments

Particulars	31.03.2022	31.03.2021
Investment - Axis Bluechip Fund	1.50	-
(31.03.2022 - No. of Units 3,414.352, NAV of Rs.1,49,9992.50)	-	
Investment - Axis Midcap Fund	1.00	-
(31.03.2022 - No. of Units of 1,526.874, NAV of Rs.99,995)	-	
Investment - Canara Rebeco Emerging Equity	1.50	-
(31.03.2022 - No. of Units 867.194, NAV of Rs.1,49,992.50)	-	
Investment - Kotal Small Cap Fund	1.00	-
(31.03.2022 - No. of Units 642.278, NAV of Rs.99,995)	-	
TOTAL	**5.00**	**-**

Note 11:Trade Receivables

As on March 31, 2022

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	125.19	8.94	8.07	0.92	-	143.11
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
TOTAL	**125.19**	**8.94**	**8.07**	**0.92**	**-**	**143.11**

As on March 31, 2021

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	148.12	5.65	2.66	-	-	156.43
(ii) Undisputed Trade Receivables – which have significant	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant inc	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
TOTAL	**148.12**	**5.65**	**2.66**	**-**	**-**	**156.43**

NOTE 12: Cash and Bank balances

Particulars	31.03.2022	31.03.2021
Cash and cash equivalents		
Cash on hand	4.04	4.90
Fixed Deposits	-	10.57
Balances with scheduled banks	0.68	77.17
TOTAL	**4.72**	**92.64**

Note 13 :Other current Assets

Particulars	31.03.2022	31.03.2021
Balance with Revenue Authorities	40.09	84.36
TCS Receivables	13.29	13.29
TDS Receivables	105.76	56.91
Security Deposits	7.04	0.30
TOTAL	**166.18**	**154.87**

Note 14:Short term Loans and Advances

Particulars	31.03.2022	31.03.2021
Advance to suppliers	8.39	0.65
Advance for Property	221.97	113.73
Chit Funds	93.79	38.70
Advances to group companies	311.71	300.00
	-	-
TOTAL	**635.86**	**453.08**

Note 15: Income from Operations

Particulars	31.03.2022	31.03.2021
GTA services	344.68	385.38
Warehouse Rent	712.55	448.59
Marketing services	-	17.56
International Shipments	1.22	-
TOTAL	**1,058.46**	**851.53**

Note 16 : Other Incomes

Particulars	31.03.2022	31.03.2021
Lorry Hire charges	105.95	80.83
Dividend from Chit	23.78	10.56
F.O.V (Freight on Value)	2.55	-
Interest received	0.60	0.62
Insurance claim	2.35	0.32
Balances written off	100.00	-
Misc. Receipts	0.32	3.18
TOTAL	**235.55**	**95.52**

Note 17: Employee Benefits

Particulars	31.03.2022	31.03.2021
Salaries	75.01	75.34
TOTAL	**75.01**	**75.34**

Note 18: Finance cost

Particulars	31.03.2022	31.03.2021
Bank Charges	0.02	0.29
Interest on USL	52.74	-
Interest on loan from banks	84.31	77.68
TOTAL	**137.07**	**77.96**

Note 19: Other Expenditure

Particulars	31.03.2022	31.03.2021
Direct Expenses		-
Advertisement & Publicity	144.62	85.34
Packing material expenses	191.92	48.07
Transportation Charges	-	8.61
Vehicle hire charges	83.78	208.58
Vehicle trip sheet expenses	98.96	86.36
Indirect Expenses	-	-
Audit Fees	0.35	0.45
Building Maintenance Charges	95.58	23.98
Business Promotion Expenses	9.08	-
Computer maintenance	0.52	-
Consultancy fee	0.80	7.61
Conveyance expenses	0.05	-
Office expenses	0.26	0.29
Other expenses	24.32	8.58
Rent	37.66	-
Repairs & Maintenance for vehicles	192.39	85.04
Subscription & Membership fee	1.50	-
Telephone expenses .	0.01	-
Vehicle maintenance - Ins & Tax	55.60	30.51
Misc Expenses	-	-
TOTAL	**937.40**	**593.42**

Note 20: Earnings Per Share

Particulars	31.03.2022	31.03.2021
Profit for the year after tax	11.81	60.35
No. of Equity Shares	11.84	11.84
Earnings per share (Basic and Diluted)	0.00	0.00
Face Value of Share	0.00	0.00

Note : 21 : Financial Ratios

Particulars	Numerator	Denominator	31st March, 2022	31st March, 2021	Variance %	Reasons for variance above 25%
(a) Current Ratio	Current Assets	Current Liabilities	1.38			
(b) Debt-Equity Ratio,	Total Debt	Shareholders Equity	-3.74			
(c) Debt Service Coverage Ratio,	Earnings available for Debt service	Debt service (Interest + Principals)	0.56			
(d) Return on Equity Ratio,	Net profits after taxes	Avg. shareholders Equity	-0.03			
(e) Trade Receivables turnover ratio,	Net Credit sales	Average Trade Receivables	1.77			
(f) Trade payables turnover ratio,	Net Credit purchases	Average Trade payables	2.00			
(g) Net capital turnover ratio,	Net sales	Working Capital= current assets- current liabilities	4.93			
(h) Net profit ratio,	Net profit after taxes	Net sales	0.01			
(i) Return on Capital employed,	Earning before interest and taxes	Capital employed=total Assets - Current Liabilities	0.10			

Note 22 : Title deeds of immovable properties
The title deeds of all the immovable properties, as disclosed in Note 8 to the financial statements, are held in the name of the company

Note 23 : Valuation of Property Plant & Equipment, intangible asset
The Company has not revalued its property, plant and equipment or intangible assets or both during the current or previous year

Note 24 : Loans or advances to specified persons
No loans or advances in the nature of loans are granted to promoters, directors, KMPS and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

Note 25 : Details of benami property held
No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

Note 26 : Borrowing secured against current assets
The Company has no borrowings from banks on the basis of security of current assets.

Note 27 : Wilful defaulter
The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

Note 28 : Relationship with struck off companies
The Company has no transactions with the companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956

Note 29 : Registration of charges or satisfaction with Registrar of Companies (ROC)
There are no charges or satisfaction yet to be registered with Registrar of Companies (ROC) beyond the statutory period.

Note 30 : Compliance with approved scheme(s) of arrangements
The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year

Note 31 : Utilisation of borrowed funds and share premium

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, with the understanding,whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

Note 32 : Undisclosed Income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded previously in the books of account.

Note 33 : Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

Note 34 : Utilisation of borrowings availed from banks and financial institutions

The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such loans were taken.

Comparative figures of previous year have been regrouped / rearranged wherever necessary.

As per our report of even date
For Agarwal Varun & Co
Chartered Accountants
(Registraion No.021595S)

Agarwal Varun & Co. Hyderabad Chartered Accountants

Varun Agarwal
Proprietor
M.No. 243218
UDIN : 22243218AKKXQ58680
Place: Secunderabad
Date: 28.05.2022

For and on behalf of the Board

Anjani Kumar Agarwal
Director

Sanjay Kumar Agarwal
Director

AGARWAL VARUN & CO
CHARTERED ACCOUNTANTS

Independent Auditor's Review Report on Unaudited Half Yearly Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Review Report to
The Board of Directors
DRS Cargo Movers Private Limited

1. We have reviewed the accompanying statement of Unaudited Financial Results of **DRS Cargo Movers Private Limited** (the Company) for the half year ended 30th September, 2022 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410"Review of Interim Financial Information performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Agarwal Varun & Co.
Chartered accountants
(Firm Registration No. 021595S)

CA Varun Agarwal
Partner
Membership No. 243218

Agarwal Varun & Co. ★ Hyderabad ★ Chartered Accountants

UDIN: 22243218BDIAHW3725

Place : Secunderabad
Date : 14.11.2022

S-8-352,OFFICE NO.204,2ND FLOOR,RAGHAVA RATNA TOWERS,ABIDS,HYDERABAD,500001

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DRS CARGO MOVERS PRIVATE LIMITED
(Formerly known as DRS Labs (India) Private Limited
Balance Sheet as at September 30, 2022

Rs in lakhs

PARTICULARS	Note	As at 30.09.2022	As at 31.03.2022
I.EQUITY AND LIABILITIES			
1. Shareholders' Funds			
a) Share capital	2	118.43	118.43
b) Reserves and Surplus	3	-494.92	-560.49
2. Non-current Liabilities			
a) Long term borrowings	4	1,729.28	1,470.01
b) Deferred Tax Liability		21.89	16.52
3. Current Liabilities			
a) Short term borrowings	5	229.98	450.02
b) Trade payables	6	110.17	55.42
i) Total outstanding dues of micro enterprises and small enterprises			
ii) Total outstanding dues of creditors other than micro enterprises and small enterprises			
c) Other current liabilities	7	246.87	182.21
TOTAL EQUITY AND LIABILITIES		**1,961.69**	**1,732.13**
II. ASSETS			
1. Non-Current Assets			
a) Property, Plant and Equipment and Intangible assets	8	911.45	731.31
b) Pre-operative expenses	9	34.47	45.96
c) Non-Current Investments	10	33.50	5.00
2. Currest Assets			
a) Inventories			
b) Trade Receivables	11	128.38	143.11
c) Cash and bank balances	12	5.16	4.72
d) Other current assets	13	147.95	166.18
e) Short term loans and advances	14	700.79	635.86
TOTAL ASSETS		**1,961.69**	**1,732.13**
		-0.00	***0.00***
Significant Accounting policies	1		

The Notes referred to above and the statement on significant accounting policies form an integral part of the Balance Sheet

As per our report of even date

For Agarwal Varun & Co
Chartered Accountants
(Registraion No.021595S)

Varun Agarwal
Proprietor
M.No. 243218
UDIN :22243218BFRKCQ1152
Place: Secunderabad
Date :31.10.2022

Agarwal Varun & Co. Hyderabad Chartered Accountants

For and on behalf of the Board

Anjani Kumar Agarwal
Director

Sanjay Kumar Agarwal
Director

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DRS CARGO MOVERS PRIVATE LIMITED
(Formerly known as DRS Labs (India) Private Limited)
Profit & Loss account for the half year ended September 30, 2022

Rs in lakhs

PARTICULARS	Note	For the HYE 30.09.2022	For the YE 31.03.2022
I. Income from operations		629.32	0.01
II. Other income	15	89.96	0.00
III. TOTAL INCOME	16	**719.28**	**0.01**
IV. EXPENDITURE			
Consumption of raw material			
Employee benefits		36.77	0.00
Finance cost	17	67.91	0.00
Other expenditue	18	476.44	0.01
Depreciation	19	55.74	106.69
Pre- operating Expenses written off	8	11.49	22.98
TOTAL		**648.35**	**129.68**
V. Profit before tax		70.93	-129.67
Tax Expense			
(i) Current Tax			-
(ii) Deferred Tax		5.36	3.04
VI. Profit for the year		**65.57**	**-132.71**
Earnings per share			
-Basic EPS			
- Diluted EPS			
Significant Accounting policies	1		

The Notes referred to above and the statement on significant accounting policies form an integral part of the Balance Sheet

As per our report of even date

For Agarwal Varun & Co
Chartered Accountants
(Registraion No.021595S)

Varun Agarwal
Proprietor
M.No. 243218
UDIN : 22243218BFRKCQ1152
Place: Secunderabad
Date: 31.10.2022

Agarwal Varun & Co. ★ Hyderabad ★ Chartered Accountants

For and on behalf of the Board

Anjani Kumar Agarwal
Director

Sanjay Kumar Agarwal
Director

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DRS CARGO MOVERS PRIVATE LIMITED
(Formerly known as DRS Labs (India) Private Limited
CASH FLOW STATEMENT FOR THE YEAR ENDED 30th September, 2022

Rs.in lakhs

Particulars	30.09.2022	31.03.2022
A) CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before Tax	70.93	14.85
Adjustment for :		-
Depreciation	55.74	106.69
Finance Costs	67.91	137.07
Balances Written off / adjusted	11.49	22.98
Loss on sale of Propery, Plant and Equipment	-	-
Operating Profit Before Working Capital Changes	**206.07**	**281.59**
Changes in Working Capital		-
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in Trade and other Receivables	32.96	2.01
Increase/(Decrease) in Trade Payables	54.75	-19.26
Increase/(Decrease) in Provisions	-	-
Increase/(Decrease) in Other Liabilities	64.65	-65.01
Cash Generated from Operations	**358.43**	**199.33**
Less: Taxes Paid	-	-
Net Cash Flow from Operating Activities	**358.43**	**199.33**
B. CASH FLOW FROM INVESTING ACTIVITIES:		-
Purchase of Property, Plant and Equipment	-0.00	-54.70
Advance/(Refund) for purchase of Property, Plant and Equipment	-93.42	-187.78
Proceeds from Sale of Property, Plant and Equipment	-	-
Decrease/(Increase) in Capital Work in Progress	-	-
Net Cash Flow/(Used) from(In) Investing Activities	**-93.42**	**-242.48**
C. CASH FLOW FROM FINANCING ACTIVITIES:		-
Proceeds / (Repayment) from long term borrowings	259.27	-357.72
Proceeds / (Repayment) from short term borrowings	-220.04	450.02
Finance Costs	-67.91	-137.07
Net Cash Flow/(Used) from/(In) Financing Activities	**-28.69**	**-44.77**
		-
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	**236.32**	**-87.92**
Cash and Cash Equivalents at the beginning of the period	**4.72**	**92.64**
Cash and Cash Equivalents at the end of the period	**241.04**	**4.72**

The Cash Flow Statement has been prepared as per indirect method as set out in Accounting Standard-3 "Cash Flow Statement"

As per our report of even date

For Agarwal Varun & Co
Chartered Accountants
(Registraion No.021595S)

Varun Agarwal
Proprietor
M.No. 243218
UDIN : 22243218BFRKCQ1152
Place: Secunderabad
Date :31.10.2022

Agarwal Varun & Co. ★ Hyderabad ★ Chartered Accountants

For and on behalf of the Board

Anjani Kumar Agarwal
Director

Sanjay Kumar Agarwal
Director

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DRS CARGO MOVERS PRIVATE LIMITED
(Formerly known as DRS Labs (India) Private Limited)
NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 30TH SEPTEMBER, 2022

NOTE 2: Share Capital

Rs in lakhs

Particulars	30.09.2022	31.03.2022
Authorised Capital		
12,50,000(P.Y 12,50,000) Equity shares of Rs.10/- each	125.00	125.00
	125.00	125.00
Issued and Subscribed		
12,50,000(P.Y 12,50,000) Equity shares of Rs.10/- each	125.00	125.00
	125.00	125.00
Paid up		
11,84,300(P.Y 11,84,300) Equity shares of Rs.10/- each, fully paid-up	118.43	118.43
	118.43	118.43

A. Movement in Equity Share Capital

Particulars	As at 30 Sep, 2022	As at 31 March, 2022
Balance at the beginning of the year	118.43	118.43
Add: Changes in equity share capital due to prior period errors	-	-
Restated balance at the beginning of the year	118.43	118.43
Add: Changes in equity share capital during the year	-	-
Balance at the end of the year	118.43	118.43

B. Details of shareholders holding more than 5% equity shares

	Name of the shareholder	As on 30.09.2022			As on 31.03.2022	
		No. of equity shares	% of holding	% change during the year	No. of equity shares	% of holding
1	Anjani Kumar Agarwal (Nominee of DRS Dilip Roadlines Limited)	1	0.01	0.00%	1	0.01
2	Sanjay Kumar Agarwal	-	-	0%	-	-
3	DRS Dilip Roadlines Limited	1,184,299	99.99	0.00%	1,184,299	100
	TOTAL	1,184,300	100.00		1,184,300	100.00

(i) The Company has become wholly owned subsidiary of DRS Dilip Roadlines Limited under a scheme of Takeover

B. Other Equity

Particulars	Reserves and Surplus		
	Securities premium	Retained earnings	Total
Balance as at 01 April, 2021	-	-572.30	-572.30
Add: Changes in accounting policy or prior period errors	-	-	-
Dividends	-	-	-
Net profit transferred from profit and loss account	-	11.81	11.81
Balance as at 31 March, 2022	-	-560.49	-560.49
Add: Changes in accounting policy or prior period errors	-		-
Dividends	-		-
Net profit transferred from profit and loss account	-	65.57	65.57
Balance as at 30th Sept 2022	-	-494.92	-494.92

NOTE 4: Long Term Borrowings

Particulars	30.09.2022	31.03.2022
Secured Loans		
From Banks	498.16	289.57
Unsecured Loans		
From Holding Company		
DRS Dilip Roadlines	938.28	860.83
Loans from Directors	292.84	319.61
TOTAL	1,729.28	1,470.01

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4.1 Loans taken from directors, directors relatives and shareholders are treated as long term as no terms of repayment are fixed and the company is not expecting to pay any amounts in the next financial year

4.2. Loan from bank represents loan from ICICI Bank limited taken for Purchase of trucks and car and working capital term loan. The above loans are secured by mortgage against trucks and car.

4.3 Related party transactions:

a) Nature of relationship	Names of the related parties
Holding Company	DRS Dilip Roadlines Limited w.e.f ----------
Key Management Personnel	Mr Anjani Kumar Agarwal,Director Mr Sanjay Kumar Agarwal, Director

b) Disclosure of material transactions with related parties		
	30.09.2022	31.03.2022
DRS Dilip Roadlines Pvt Ltd	938.28	860.83

4.5 Maturity profile of Term Loans

Particulars	2022-23	2023-24	2024-25	TOTAL
ICICI Bank Ltd - 1	96.32	66.63	-	162.95
ICICI Bank Ltd - 2	94.87	99.21	-	194.08
ICICI Kia Car Loan	2.34	4.96	-	7.30
ICICI - Working capital term loan	36.45	77.54	41.23	155.22
TOTAL	229.98	248.35	41.23	519.55

NOTE 5: Short Term Borrowings

Particulars	30.09.2022	31.03.2022
Current maturities of Long term Debt(Refer Note 4.5)	229.98	450.02
TOTAL	229.98	450.02

Note 6:Trade Payables

Particulars	30.09.2022	31.03.2022
Dues to Micro and Small Enterprises		-
Others	110.17	55.42
TOTAL	110.17	55.42

As on September 30, 2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
i)MSME	-	-	-	-	
ii)Others	110.17	-	-	-	110.17
iii)Disputed Dues-MSME	-	-	-	-	
IV)Disputed Dues-Others	-	-	-	-	

As on March 31, 2021 **As on March 31, 2022**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
i)MSME	-	-	-	-	-
ii)Others	55.42	-	-	-	55.42
iii)Disputed Dues-MSME	-	-	-	-	-
IV)Disputed Dues-Others	-	-	-	-	-

NOTE 7: Other Current Liabilities

Particulars	30.09.2022	31.03.2022
Deposits Machinery		-
Expenses payable	25.54	37.29
Deposit - Rent	149.31	125.32
Chit Funds		14.03
Tds payable	7.03	5.57
Purushotham Agarwal	65.00	
Advance Income Tax	-	
TOTAL	246.87	182.21

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DRS CARGO MOVERS PRIVATE LIMITED

NOTE : 8 Property, Plant and Equipment

Particulars	GROSS BLOCK				DEPRECIATION					NET BLOCK AS AT	
	Gross Block as at 01.04.2022	Additions during the year	Sales / adjustments	Gross Block as at 30.09.2022	Up to 01.04.2022	Rate of Depreciation	For the year	On deletion /Adjustment	Up to 31.03.2022	31.03.2022	31.03.2021
Buildings	201.38	3.78	-	205.16	12.62	3.17	3.22	-	15.85	189.31	188.75
Cars	16.27	26.46		42.73	2.04		2.00		4.04	38.69	14.23
Computers	1.10	1.17	-	2.27	0.04	33.33	0.22	-	0.25	2.01	1.06
Office Equipments	3.69	1.96	-	5.65	1.04	19.00	0.51	-	1.55	4.10	2.65
Plant & Machinery	0.35	2.12	-	2.48	0.02	6.33	0.04	-	0.07	2.41	0.33
Trucks	828.02	200.39	-	1,028.41	303.73	11.88	49.76	-	353.49	674.92	524.29
TOTAL	**1,050.81**	**235.89**	-	**1,286.70**	**319.50**		**55.74**	-	**375.25**	**911.45**	731.31

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NOTE 9: Pre-operative expenses

Particulars	30.09.2022	31.03.2022
Pre - operative expenses	34.47	45.96
TOTAL	34.47	45.96

NOTE 10: Investments

Particulars	30.09.2022	31.03.2022
Investment - Axis Bluechip Fund (31.03.2022 - No. of Units 3,414.352, NAV of Rs 1,49,9992.50)	10.50	1.50
Investment - Axis Midcap Fund (31.03.2022 - No. of Units of 1,526.874, NAV of Rs.99,995)	7.00	1.00
Investment - Canara Rebeco Emerging Equity (31.03.2022 - No. of Units 867.194, NAV of Rs.1,49,992.50)	9.00	1.50
Investment - Kotal Small Cap Fund (31.03.2022 - No. of Units 642.278, NAV of Rs.99,995)	7.00	1.00
TOTAL	33.50	5.00

Note 11:Trade Receivables

As on September 30, 2022

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	119.78	2.69	4.98	0.92	-	128.38
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
TOTAL	119.78	2.69	4.98	0.92	-	128.38

As on March 31, 2022

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	125.19	8.94	8.07	0.92	-	143.11
(ii) Undisputed Trade Receivables – which have significant	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant inc	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
TOTAL	125.19	8.94	8.07	0.92	-	143.11

NOTE 12: Cash and Bank balances

Particulars	30.09.2022	31.03.2022
Cash and cash equivalents		
Cash on hand	4.85	4.04
Fixed Deposits		-
Balances with scheduled banks	0.31	0.68
TOTAL	5.15	4.72

Note 13 :Other current Assets

Particulars	30.09.2022	31.03.2022
Balance with Revenue Authorities	17.56	40.09
TCS Receivables	15.11	13.29
TDS Receivables	108.23	105.76
Security Deposits	7.04	7.04
TOTAL	147.95	166.18

Note 14:Short term Loans and Advances

Particulars	30.09.2022	31.03.2022
Advance to suppliers	11.19	8.39
Advance for Property	254.83	221.97
Chit Funds	174.67	93.79
Advances to group companies	259.85	311.71
Salary Advance	0.25	-
TOTAL	700.79	635.86

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Note 15: Income from Operations

Particulars	30.09.2022	31.03.2022
GTA services	158.76	344.68
Warehouse Rent	392.65	712.55
Marketing services	6.32	-
International Shipments	71.60	1.22
TOTAL	629.32	1,058.46

Note 16 : Other Incomes

Particulars	30.09.2022	31.03.2022
Lorry Hire charges	12.68	105.95
Dividend from Chit	11.44	23.78
F.O.V.(Freight on Value)	1.64	2.55
Interest received	3.19	0.60
Insurance claim	0.89	2.35
Balances written off	-	100.00
Misc. Receipts	0.97	0.32
Prior period income	59.13	-
TOTAL	89.96	235.55

Note 17: Employee Benefits

Particulars	30.09.2022	31.03.2022
Salaries	36.77	75.01
TOTAL	36.77	75.01

Note 18: Finance cost

Particulars	30.09.2022	31.03.2022
Bank Charges	1.97	0.02
Interest on USL	37.08	52.74
Interest on loan from banks	28.87	84.31
TOTAL	67.91	137.07

Note 19: Other Expenditure

Particulars	30.09.2022	31.03.2022
Direct Expenses		
Advertisement & Publicity	84.35	144.62
Packing material expenses	-	191.92
Transportation Charges	51.22	-
Vehicle hire charges	0.12	83.78
Vehicle trip sheet expenses	32.04	98.96
Indirect Expenses	-	
Audit Fees	0.18	0.35
Building Maintenance Charges	60.21	95.58
Business Promotion Expenses	6.13	9.08
Computer maintenance	6.51	0.52
Consultancy fee	12.71	0.80
Conveyance expenses	-	0.05
Insurance	1.20	
Office expenses	1.47	0.26
Other expenses	28.27	24.32
Rent	30.65	37.66
Repairs & Maintenance for vehicles	121.92	192.39
Subscription & Membership fee	-	1.50
Telephone expenses	-	0.01
Travelling expenses	0.82	-
Vehicle maintenance - Ins & Tax	38.65	55.60
	-	-
TOTAL	476.44	937.40

Note 20: Earnings Per Share

Particulars	30.09.2022	31.03.2022
Profit for the year after tax	65.56509	-133
No. of Equity Shares		1,184,300
Earnings per share (Basic and Diluted)		1.00
Face Value of Share		10

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Note : 21 : Financial Ratios

Particulars	Numerator	Denominator	30th Sept, 2022	31st March, 2022
(a) Current Ratio	Current Assets	Current Liabilities	1.67	1.38
(b) Debt-Equity Ratio,	Total Debt	Shareholders Equity	-4.59	-3.74
(c) Debt Service Coverage Ratio,	Earnings available for Debt service	Debt service (Interest + Principals)	0.32	-0.00
(d) Return on Equity Ratio,	Net profits after taxes	Avg. shareholders Equity	-0.17	-0.03
(e) Trade Receivables turnover ratio,	Net Credit sales	Average Trade Receivables	1.16	1.77
(f) Trade payables turnover ratio,	Net Credit purchases	Average Trade payables	0.51	2.00
(g) Net capital turnover ratio,	Net sales	Working Capital= current assets-current liabilities	0.65	0.00
(h) Net profit ratio,	Net profit after taxes	Net sales	0.09	0.01
(i) Return on Capital employed,	Earning before interest and taxes	Capital employed=total Assets - Current Liabilities	0.08	-0.08

Note 22 : Title deeds of immovable properties

The title deeds of all the immovable properties, as disclosed in Note 8 to the financial statements, are held in the name of the company

Note 23 : Valuation of Property Plant & Equipment, intangible asset

The Company has not revalued its property, plant and equipment or intangible assets or both during the current or previous year

Note 24 : Loans or advances to specified persons

No loans or advances in the nature of loans are granted to promoters, directors, KMPS and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

Note 25 : Details of benami property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

Note 26 : Borrowing secured against current assets

The Company has no borrowings from banks on the basis of security of current assets.

Note 27 : Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

Note 28 : Relationship with struck off companies

The Company has no transactions with the companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956

Note 29 : Registration of charges or satisfaction with Registrar of Companies (ROC)

There are no charges or satisfaction yet to be registered with Registrar of Companies (ROC) beyond the statutory period.

Note 30 : Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year

Note 31 : Utilisation of borrowed funds and share premium

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, with the understanding,whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

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Note 32 : Undisclosed Income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded previously in the books of account.

Note 33 : Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

Note 34 : Utilisation of borrowings availed from banks and financial institutions

The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such loans were taken.

Comparative figures of previous year have been regrouped / rearranged wherever necessary.

As per our report of even date
For Agarwal Varun & Co
Chartered Accountants
(Registraion No.021595S)

Varun Agarwal
Proprietor
M.No. 243218
UDIN : 22243218BFRKCQ1152
Place: Secunderabad
Date: 31.10.2022

Agarwal Varun & Co. ★ Hyderabad ★ Chartered Accountants

For and on behalf of the Board

Anjani Kumar Agarwal
Director

Sanjay Kumar Agarwal
Director

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Mr. DAYANAND AGARWAL
ORIGINAL FOUNDER
BADE BHAIYA

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DRS GROUP SINCE 1984 (HYD)

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF DRS DILIP ROADLINES LIMITED AT ITS MEETING HELD ON TUESDAY, 08TH DAY OF MARCH, 2022 AT 05: 30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 306, 3RD FLOOR, KABRA COMPLEX, 61, M G ROAD, SECUNDERABAD, TELANGANA– 500003, INDIA.

MEMBERS PRESENT:

Anjani Kumar Agarwal	:	CEO & Managing Director
Jonnada Vaghira Kumari	:	Independent Director
Sugan Chand Sharma	:	Whole Time Director
Shamantha Dodla	:	Non Executive Director
Sridharan Chakrapani	:	Independent Director

BACKGROUND:

1. A Scheme of Arrangement between DRS Dilip Roadlines Limited ("Demerged Company") and DRS. Cargo Movers Private Limited ("Resulting Company"), and their respective Shareholders and Creditors (**"Scheme"**), was approved by the Board of Directors of the Demerged Company and the Board of Directors of the Resulting Company on 08.03.2022 for the purpose of the arrangement embodied in the Scheme of Arrangement of DRS Dilip Roadlines Limited ("Demerged Company") and DRS. Cargo Movers Private Limited ("Resulting Company") with effect from 01.04.2022 (First Day of April, Two Thousand and Twenty Two), being the Appointed Date.

2. This report is being adopted pursuant to the requirement of section 232(2) (c) of the Companies Act, 2013, for circulating to the equity shareholders / Creditors and Stakeholders of the Company. This report explains the effect of the Scheme of Arrangement on equity shareholders, key managerial personnel, promoters, non-promoter shareholders and other stake holders.

DRS Dilip Roadlines Limited

3. The Scheme of Arrangement between DRS Dilip Roadlines Limited ("Demerged Company") and DRS. Cargo Movers Private Limited ("Resulting Company"), and their respective Shareholders and Creditors (**"Scheme"**), was approved by the Board of Directors of the Company after taking into consideration the rationale of the Scheme and the certificate issued by the Statutory Auditors of the Company to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

4. The Scheme, inter alia, provides for :

   i. demerger of the Warehouse Division of the Demerged Company and vesting of the same in the Resulting Company, on a going concern basis.

   ii. cancellation of entire equity share capital of the Resulting Company, (i.e., 11,84,300 shares) held by the Demerged Company and its nominee in the Resulting Company.

   iii. consequent issue of 75,31,201 Equity Shares of Rs.10/- each by the Resulting Company to the shareholders of Demerged Company as a consideration pursuant to the provisions of sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

   iv. the Equity Shares to be issued by the Resulting Company to the shareholders of the Demerged Company shall be listed on NSE Emerge (SME Platform of NSE India Limited) in accordance with Listing Regulations and other regulations as prescribed by SEBI, NSE or any other regulatory or statutory authority.

5. The consideration for the demerger of warehouse division shall be the issue and allotment of 1(one) Equity Share of face value of Rs.10/- (Rupees Ten only) each fully paid up of the Resulting Company by the Resulting Company for every 2(two) fully paid-up equity shares of the face value of Rs.10/- (Rupees Ten only) each held in the Demerged Company.

6. A Share Exchange Cum Entitlement Report, dated 25.11.2022, has been obtained from Mr. V. Gangadhara Rao, B.Com, CA, a IBBI Registered Valuer (IBBI /RV/06/2019/10709), justifying and recommending the Fair Share Exchange Cum Entitlement Ratio.

7. No special valuation difficulties were reported.

8. **RATIONALE, OBJECTIVE, PURPOSE AND BENEFITS OF THE SCHEME TO THE COMPANY AND ITS STAKEHOLDERS**

i. The Demerged Company, presently, has two Divisions / undertakings viz. Transport Division and the Warehouse Division. Each of the businesses of the Demerged Company operates in different business environment and is subject to different profitability, growth opportunities, future prospects andrisks.

ii. The nature of risk and competition involved in each of these businesses are distinct and consequently nature of considerations, factors and commercial parameters applicable to the business of Transportation of Goods being different and divergent in nature in comparison to that of Warehousing services business. With an endeavor to enhance shareholders value and insulate both the businesses from the risks of each other, it is proposed to reorganize and segregate, by way of Demerger of Warehouse Division.

iii. The Demerger of Warehouse Division from the Demerged Company to the Resulting Company will facilitate the Demerged Company to focus on its remaining prime business and transfer of the Warehouse Division by way of Demerger to the Resulting Company will enable the Resulting Company to focus on ventures with greater profitability, and results in simplification of the Company's structure and cost efficiency of respective companies and greater revenue inflow would be to the benefit of all the stakeholders of both the Demerged and the Resulting Company.

iv. It is therefore, proposed that the Warehouse Division of the Demerged Company be segregated and demerged, pursuant to a Scheme of Arrangement and be transferred to the Resulting Company for achieving independent focus.

9. EFFECT OF THE SCHEME ON THE EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL (KMP), PROMOTERS AND NON-PROMOTER SHAREHOLDERS OF THE COMPANY

a. EQUITY SHAREHOLDERS (including Promoter and Non-Promoter Shareholders)

Pursuant to the Scheme, the equity shareholders of the Company will receive 1(one) Equity Share of face value of Rs.10/- (Rupees Ten only) each fully paid up of the Resulting Company for every 2(two) fully paid-up equity shares of the face value of Rs.10/- (Rupees Ten only) each held in the Company. The said equity shares shall be listed on NSE Emerge (SME Platform of NSE India Limited) in accordance with Listing Regulations and other regulations as prescribed by SEBI, NSE or any other regulatory or statutory authority.

The beneficial economic interest of the equity shareholders of the Company in the Resulting Company will remain same post implementation of the Scheme and every

shareholder of the Company will hold same percentage of equity ownership (inter se) in the Resulting Company as he owns in the Company.

There will be no change in the shareholding pattern of the Company.

b. **KEY MANAGERIAL PERSONNEL (KMPs)**

The Scheme will have no effect on the KMPs of the Company. The KMPs of the Company will receive equity shares of the Resulting Company to the extent of their shareholding, if any, in the Company in the ratio herein above.

Upon the Scheme becoming effective, the KMPs of the Company will continue to be the KMPs of the Company as before.

10. The Scheme of Arrangement, if approved by the appropriate authorities and the Hon'ble Tribunal, shall not have any adverse impact or effect on Equity Shareholders, Key Managerial Personnel (KMP), Directors, Promoters, Non-Promoter Members, Creditors, whether secured or unsecured, employees of the Company.

In the opinion of the Board, the said Scheme will be beneficial to the Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

Based on review of the Scheme/Documents, the Board is of the view that the Scheme is fair and reasonable.

The Board has adopted this Report after considering the information set out herein. The Board or any duly authorised committee or official(s) authorised by it is entitled to make relevant modifications to this Report, if required, and such modifications shall be deemed to form part of this Report.

FOR DRS DILIP ROADLINES LIMITED

Anjani Kumar Agarwal
CEO & Managing Director
DIN: 00006982

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF DRS. CARGO MOVERS PRIVATE LIMITED, ON TUESDAY, 08TH DAY OF MARCH, 2022 AT 05: 00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 306, 3RD FLOOR, KABRA COMPLEX, 61, M G ROAD, SECUNDERABAD– 500003, INDIA.

MEMBERS PRESENT:

Anjani Kumar Agarwal	:	Director *(in the Chair)*
Sanjay Agarwal	:	Director

BACKGROUND:

1. A Scheme of Arrangement between DRS Dilip Roadlines Limited ("Demerged Company") and DRS. Cargo Movers Private Limited ("Resulting Company"), and their respective Shareholders and Creditors (**"Scheme"**), was approved by the Board of Directors of the Demerged Company and the Board of Directors of the Resulting Company on 08.03.2022 for the purpose of the arrangement embodied in the Scheme of Arrangement of DRS Dilip Roadlines Limited ("Demerged Company") and DRS. Cargo Movers Private Limited ("Resulting Company") with effect from 01.04.2022 (First Day of April, Two Thousand and Twenty Two), being the Appointed Date.

2. This report is being adopted pursuant to the requirement of section 232(2) (c) of the Companies Act, 2013, for circulating to the equity shareholders / Creditors and Stakeholders of the Company. This report explains the effect of the Scheme of Arrangement on equity shareholders, key managerial personnel, promoters, non-promoter shareholders and other stake holders.

3. The Scheme of Arrangement between DRS Dilip Roadlines Limited ("Demerged Company") and DRS. Cargo Movers Private Limited ("Resulting Company"), and their respective Shareholders and Creditors (**"Scheme"**), was approved by the Board of Directors of the Company after taking into consideration the rationale of the Scheme and the certificate issued by the Statutory Auditors of the Company to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

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DRS CARGO MOVERS Private Limited

4. The Scheme, inter alia, provides for :

   i. Demerger of the Warehouse Division of the Demerged Company and vesting of the same in the Resulting Company, on a going concern basis.

   ii. Cancellation of entire equity share capital of the Resulting Company, (i.e., 11,84,300 shares) held by the Demerged Company and its nominee in the Resulting Company.

   iii. consequent issue of 75,31,201 Equity Shares of Rs.10/- each by the Resulting Company to the shareholders of Demerged Company as a consideration pursuant to the provisions of sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

   iv. the Equity Shares to be issued by the Resulting Company to the shareholders of the Demerged Company shall be listed on NSE Emerge (SME Platform of NSE India Limited) in accordance with Listing Regulations and other regulations as prescribed by SEBI, NSE or any other regulatory or statutory authority.

5. The consideration for the demerger of warehouse division shall be the issue and allotment of 1(one) Equity Share of face value of Rs.10/- (Rupees Ten only) each fully paid up of the Resulting Company by the Resulting Company for every 2(two) fully paid-up equity shares of the face value of Rs.10/- (Rupees Ten only) each held in the Demerged Company.

6. A Share Exchange Cum Entitlement Report, dated 25.11.2022, has been obtained from Mr. V. Gangadhara Rao, B.Com, CA, a IBBI Registered Valuer (IBBI /RV/06/2019/10709), justifying and recommending the Fair Share Exchange Cum Entitlement Ratio.

7. No special valuation difficulties were reported.

8. **RATIONALE, OBJECTIVE, PURPOSE AND BENEFITS OF THE SCHEME TO THE COMPANY AND ITS STAKEHOLDERS**

   i. The Demerged Company, presently, has two Divisions / undertakings viz. Transport Division and the Warehouse Division. Each of the businesses of the Demerged Company operates in different business environment and is subject to different profitability, growth opportunities, future prospects andrisks.

ii. The nature of risk and competition involved in each of these businesses are distinct and consequently nature of considerations, factors and commercial parameters applicable to the business of Transportation of Goods being different and divergent in nature in comparison to that of Warehousing services business. With an endeavor to enhance shareholders value and insulate both the businesses from the risks of each other, it is proposed to reorganize and segregate, by way of Demerger of Warehouse Division.

iii. The Demerger of Warehouse Division from the Demerged Company to the Resulting Company will facilitate the Demerged Company to focus on its remaining prime business and transfer of the Warehouse Division by way of Demerger to the Resulting Company will enable the Resulting Company to focus on ventures with greater profitability, and results in simplification of the Company's structure and cost efficiency of respective companies and greater revenue inflow would be to the benefit of all the stakeholders of both the Demerged and the Resulting Company.

iv. It is therefore, proposed that the Warehouse Division of the Demerged Company be segregated and demerged, pursuant to a Scheme of Arrangement and be transferred to the Resulting Company for achieving independent focus.

9. EFFECT OF THE SCHEME ON THE EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL (KMP), PROMOTERS AND NON-PROMOTER SHAREHOLDERS OF THE COMPANY

a. **EQUITY SHAREHOLDERS (including Promoter and Non-Promoter Shareholders)**

Pursuant to the Scheme, the equity shareholders of the Demerged Company will receive 1(one) Equity Share of face value of Rs.10/- (Rupees Ten only) each fully paid up of the Company for every 2(two) fully paid-up equity shares of the face value of Rs.10/- (Rupees Ten only) each held in the Demerged Company. The said equity shares shall be listed on NSE Emerge (SME Platform of NSE India Limited) in accordance with Listing Regulations and other regulations as prescribed by SEBI, NSE or any other regulatory or statutory authority.

The Company is currently the wholly owned subsidiary of the Demerged Company / DRS Dilip Roadlines Limited and the ultimate beneficial owners of the Company are the shareholders of the Demerged Company. Post implementation of the Scheme, the entire pre Scheme Share Capital of the Company will be cancelled and the Company will have same shareholders (including promoter) as that of the demerged Company.

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b. **KEY MANAGERIAL PERSONNEL (KMPs)**

The Scheme will have no effect on the KMPs of the Company. The KMPs of the Company, if any, will receive equity shares of the Resulting Company to the extent of their shareholding, if any, in the Demerged Company in the ratio herein above.

Upon the Scheme becoming effective, the KMPs of the Company, if any, will continue to be the KMPs of the Company as before.

10. The Scheme of Arrangement, if approved by the appropriate authorities and the Hon'ble Tribunal, shall not have any adverse impact or effect on Directors, Creditors, whether secured or unsecured, employees of the Company.

In the opinion of the Board, the said Scheme will be beneficial to the Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

Based on review of the Scheme/Documents, the Board is of the view that the Scheme is fair and reasonable.

The Board has adopted this Report after considering the information set out herein. The Board or any duly authorised committee or official(s) authorised by it is entitled to make relevant modifications to this Report, if required, and such modifications shall be deemed to form part of this Report.

FOR DRS. CARGO MOVERS PRIVATE LIMITED

DRS CARGO MOVERS PVT. LTD. SEC'BAD

Sanjay Agarwal
Director
DIN: 00204750

Ramanatham & Rao
Chartered Accountants

P. B. No. 2102, Flat # 302, Kala Mansion,
Sarojini Devi Road, Secunderabad - 500 003
E-mail : ramanathamandrao@gmail.com
Phone : 27814147, 27849305, Fax : 27840307

Annexure I

Auditor's Certificate

To,
The Board of Directors,
DRS Dilip Roadlines Limited

We, the statutory auditors of DRS Dilip Roadlines Limited,(hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 11 of the Draft Scheme of Arrangement between DRS Dilip Roadlines Limited and DRS. Cargo Movers Private Limited and their respective shareholders and creditors in terms of the provisions of section(s) 230 to 232 of the Companies Act,2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

Ramanatham & Rao
Chartered Accountants

This Certificate is issued at the request Of DRS DILIP ROADLINES LIMITED pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the National Stock Exchange. This Certificate should not be used for any other purpose without our prior written consent.

For Ramnatham & Rao.,

Chartered Accountants

Firm Registration No: 002934-S

V V Lakshmi Prasanna A

(Partner)

M.No:243569

UDIN: 22243569AEKNYO6671

Place: Secunderabad

Date: 08.03.2022

RAMANATHAM & RAO * Chartered Accontants * SEC'BAD *

AGARWAL VARUN & CO
CHARTERED ACCOUNTANTS

Annexure I

Auditor's Certificate

To,
The Board of Directors,
DRS Cargo Movers Private Limited

We, the statutory auditors of DRS Cargo Movers Private Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 11 of the Draft Scheme of Arrangement between DRS Dilip Roadlines Limited and DRS Cargo Movers Private Limited and their respective shareholders and creditors in terms of the provisions of section(s) 230 to 232 of the Companies Act,2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.



5-8-352,OFFICE NO.204,2ND FLOOR,RAGHAVA RATNA TOWERS,ABIDS,HYDERABAD,500001

This Certificate is issued at the request Of DRS Cargo Movers Private Limited pursuant to the requirements of circulars issued under SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the National Stock Exchange. This Certificate should not be used for any other purpose without our prior written consent.

For Agarwal Varun & co.,
Chartered Accountants
FRN: 021595S



CA Varun Agarwal
(Proprietor)
M. No : 243218

UDIN : 22243218BGIYST2704

Place: Hyderabad
Date: 01.12.2022

National Stock Exchange Of India Limited

Ref: NSE/LIST/30426 _II

December 02, 2022

The Company Secretary
DRS Dilip Roadlines Limited
306, 3rd Floor, Kabra Complex, 61 MG.
Road, Secunderabad - 500003.

Kind Attn.: Mr. Tekulapalli Siva Rama Krishna

Dear Sir,

Sub: Observation Letter for Draft Scheme of Arrangement between DRS Dilip Roadlines Limited (DRS Dilip or Demerged Company) and DRS. Cargo Movers Private Limited (DRS. Cargo or Resulting Company) and their respective Shareholders and Creditors under sections 230 to 232 of the Companies Act, 2013.

We are in receipt of Draft Scheme of Arrangement between DRS Dilip Roadlines Limited (DRS Dilip or Demerged Company) and DRS. Cargo Movers Private Limited (DRS. Cargo or Resulting Company) and their respective Shareholders and Creditors under sections 230 to 232 of the Companies Act, 2013 vide application dated March 21, 2022.

Based on our letter reference no. NSE/LIST/30426 dated June 29, 2022, submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with Master circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/665 dated November 23, 2021 and Regulation 94(2) of SEBI (LODR) Regulations 2015, SEBI vide its letter dated December 1, 2022 has inter alia given the following comment(s) on the draft scheme of Arrangement:

a. *Company shall ensure disclosure of all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme.*

b. *Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchanges, from the date of receipt of this letter, is displayed on the websites of the listed company and the Stock Exchanges.*

c. *The entities involved in the scheme shall duly comply with various provisions of the Circular*.

d. *Company shall ensure that information pertaining to all the unlisted Companies involved in the scheme, shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*

e. *Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*

f. *Company shall ensure to disclose the details Assets & Liabilities which are being transferred to the demerged undertaking, the details Assets & Liabilities of Resulting Company and the rationale for arriving at the share entitlement ratio, as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the Company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act, 2013, so that public shareholders can make an informed decision in the matter.*

g. *Company shall ensure that the details of the proposed scheme under consideration as provided to the stock exchange shall be prominently disclosed in the notice sent to the shareholders.*

h. *Company shall ensure that the proposed equity shares to be issued in terms of the "scheme" shall mandatorily be in a demat form only.*

i. *Company shall ensure that the "scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.*

j. *Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ tribunals shall be made without specific written consent of SEBI.*

k. *Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT.*

l. *Company to comply with the all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme.*

m. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations/ representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the Circular.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our "No objection" in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

The Company should also fulfil the Exchange's criteria for listing of such company and also comply with other applicable statutory requirements. However, the listing of shares of DRS. Cargo Movers Private Limited is at the discretion of the Exchange.

The listing of DRS. Cargo Movers Private Limited pursuant to the Scheme of Arrangement shall be subject to SEBI approval & Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about DRS. Cargo Movers Private Limited and its group companies in line with the disclosure requirements applicable for public issues with National Stock Exchange of India Limited ("NSE") for making the same available to the public through website of the companies. The following lines must be inserted as a disclaimer clause in the Information Memorandum:

   "The approval given by the NSE should not in any manner be deemed or construed that the Scheme has been approved by NSE; and/ or NSE does not in any manner warrant, certify or endorse the correctness or completeness of the details provided for the unlisted Company; does not in any manner take any responsibility for the financial or other soundness of the Resulting Company, its promoters, its management etc."

2. To publish an advertisement in the newspapers containing all the information about DRS. Cargo Movers Private Limited in line with the details required as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as NSE.

3. To disclose all the material information about DRS. Cargo Movers Private Limited to NSE on the continuous basis so as to make the same public, in addition to the requirements, if any, specified in SEBI (LODR) Regulations, 2015 for disclosures about the subsidiaries.

4. The following provision shall be incorporated in the scheme:

   (a) "The shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange."

   (b) "There shall be no change in the shareholding pattern or control in DRS. Cargo Movers Private Limited between the record date and the listing which may affect the status of this approval."

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from December 02, 2022, within which the scheme shall be submitted to NCLT.

Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37(1) of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Jiten Patel
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL: https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist

COMPLIANCE REPORT

It is hereby certified that the draft Scheme of Arrangement and Demerger involving DRS DILIP ROADLINES LIMITED and DRS. CARGO MOVERS PRIVATE LIMITED does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and SEBI Master Circular No. SEBI/HO/CFD/DIL 1/CIR/P/2021/0000000665 dated November 23, 2021 ("this circular"), including the following:

Sl.	Reference	Particulars	Remark
1.	Regulations 17 to 27 of LODR	Corporate governance requirements	Complied
2.	Regulation 11 of LODR	Compliance with securities laws	Complied
Requirements of this circular			
1	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
2	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Complied
3	Para (I)(A)(4)(a)	Submission of Valuation Report	Not Applicable
4	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied
5	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	To be obtained

Certified that the transactions/ accounting treatment provided in the draft Scheme of Arrangement and Demerger involving DRS DILIP ROADLINES LIMITED are in compliance with all the Accounting Standards applicable to a listed entity.

For DRS DILIP ROADLINES LIMITED

Anjani Kumar Agarwal	**Sanjay Kumar Agarwal**	**T.Siva Rama Krishna**
C.E.O & Managing Director	**C.F.O**	**Company Secretary & Compliance Officer**
DIN: 00006982		

Date : 04.04.2022
Place Hyderabad

DRS
Dilip RoadLines
Limited



REPORT ON COMPLAINTS

Period of Complaints Report: 31.05.2022 to 21.06.2022

Sl. No	Particulars	Number
1	Number of complaints received directly	0
2	Number of complaints forwarded by Stock Exchanges / SEBI	0
3	Total Number of complaints/comments received (1+2)	0
4	Number of complaints resolved	0
5	Number of complaints pending	0

PART B

Sr. No	Name of complainant	Date of Complaint	Status (Resolved/pending)
NIL			

For DRS DILIP ROADLINES LIMITED

T. Sivarama krishna

T.Siva Rama Krishna
Company Secretary & Compliance Officer

DRS DILIP ROADLINES LIMITED SEC'BAD

Dt: 21.06.2022

DRS
Dilip Roadlines
Limited

ANNEXURE - XII

DISCLOSURE DOCUMENTS

This disclosure document ("Document") contains applicable information pertaining to the unlisted company, viz., DRS. Cargo Movers Private Limited, a wholly owned subsidiary of DRS Dilip Roadlines Limited involved in the proposed Scheme of Arrangement between DRS Dilip Roadlines Limited and DRS Cargo Movers Private Limited, and their respective Shareholders and Creditors ("Scheme") in the format specified for abridged prospectus as provided in SEBI Circular no. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 4, 2022.

This Document has been prepared in connection with the Scheme, pursuant to the requirement of the Securities and Exchange Board of India ("SEBI") Master Circular no. SEBI/HO/CFD/DILl/CIRJP/2021/0000000665 dated November 23, 2021, as amended ("SEBI Circular"). This Document should be read together with the Scheme.

THIS DOCUMENT CONTAINS 15 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES

DRS. CARGO MOVERS PRIVATE LIMITED

CIN: U24232TG2007PTC056660**; Date of Incorporation:** December 12, 2007

Registered Office	**Corporate Office**	**Contact Person**	**Email, Telephone and Website**
306, 3rd Floor, Kabra Compl M G Road, Secunderabad –500003	Same as registered office	**Sanjay Agarwal, Director**	Email: info@drscargomovers.con Ph: 040-27711276

NAME OF PROMOTER : DRS DILIP ROADLINES LIMITED

Details of Offer to Public - Not Applicable

Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders - Not Applicable

Price Band, Minimum Bid Lot & Indicative Timelines -Not Applicable

Details of WACA of all shares transacted over the trailing eighteen months from the date

of RHP – All the shares comprised in the equity share capital of DRS. Cargo Movers Private Limited (i.e., 1184300 shares of Rs.10 each) were acquired by DRS Dilip Roadlines Limited, (the Demerged Company) at a price of Rs. 2 per share. Thus the weighted cost of acquisition of all the shares stand at Rs. 2 per share.

DETAILS OF THE SCHEME

Scheme of Arrangement between DRS Dilip Roadlines Limited ("Demerged Company") and DRS. Cargo Movers Private Limited ("Resulting Company"), and their respective Shareholders and Creditors ("Scheme").

This Scheme of Arrangement is presented under sections 230 to 232 read with the Sections 52 and 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and it provides for the Demerger of the Warehouse Division of the Demerged Company into the Resulting Company. It also provides for Listing of Equity Shares of Resulting Company on NSE Emerge (SME Platform of NSE India Limited). This Scheme of Arrangement also provides for various other matters consequential, supplemental and / or otherwise integrally connected therewith.

The events contemplated under the Scheme are as under:

a) Demerger of the Warehouse Division of the Demerged Company and vesting of the same in the Resulting Company, on a going concern basis.

b) Cancellation of entire equity share capital of the Resulting Company, (i.e., 1184300 shares) held by the Demerged Company and its nominee in the Resulting Company or in other words cancellation of investments made by Demerged Company in the share capital of Resulting Company as appearing in the books of Demerged Company. Reduction in the Reserves & Surplus of the Demerged Company and increase in the authorized share capital of the Resulting Company as a part of the Demerger of Demerged Undertaking and vesting of the same in the Resulting Company.

c) Consequent issue of 75,31,201 Equity Shares of Rs. 10/- each by the Resulting Company to the shareholders of Demerged Company as a consideration pursuant to the provisions of sections 230 to 232 and other relevant provisions of the Companies Act, 2013.All the shareholders of the Demerged Company as on the Record Date shall become the shareholders of the Resulting Company by virtue of the Demerger.

d) The Equity Shares to be issued by the Resulting Company to the shareholders of the Demerged Company shall be listed on NSE Emerge (SME Platform of NSE India Limited) in accordance with Listing Regulations and other regulations as prescribed by SEBI, NSE or any other regulatory or statutory authority.

Further, as an integral part of this Scheme, the Resulting Company shall be converted into a Public Limited Company and the Authorised Capital of the Resulting Company shall be increased without any further approvals from the Board or shareholders.

Further, the Scheme shall be in compliance with the applicable SEBI (ICDR) Regulations including Listing Regulations, SCRR and the Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23,2021 any subsequent amendments thereof ("SEBI Circulars").

The Scheme also provides for various other matters consequent and incidental thereto.

The Rationale for the Scheme is given below:

This Scheme of Demerger and vesting of the Demerged undertaking of the demerged company to the resulting company results in the following:

i. The Demerged Company, presently, has two Divisions / undertakings viz. Transport Division and the Warehouse Division. Each of the businesses of the Demerged Company operates in different business environment and is subject to different profitability, growth opportunities, future prospects and risks.

ii. The nature of risk and competition involved in each of these businesses are distinct and consequently nature of considerations, factors and commercial parameters applicable to the business of Transportation of Goods being different and divergent in nature in comparison to that of Warehousing services business. With an endeavor to enhance shareholders value and insulate both the businesses from the risks of each other, it is proposed to reorganize and segregate, by way of Demerger of Warehouse Division.

iii. The Demerger of Warehouse Division from the Demerged Company to the Resulting Company will facilitate the Demerged Company to focus on its remaining prime business and transfer of the Warehouse Division by way of Demerger to the Resulting Company will enable the Resulting Company to focus on ventures with greater profitability, and results in simplification of the Company's structure and cost efficiency of respective companies and greater revenue inflow would be to the benefit of all the stakeholders of both the Demerged and the Resulting Company.

iv. It is therefore, proposed that the Warehouse Division of the Demerged Company be segregated and demerged, pursuant to a Scheme of Arrangement and be transferred to the Resulting Company for achieving independent focus.

The management of the respective Companies are of the view that this Scheme is in the interest of the customers, employees, lenders, shareholders and all other stakeholders of the respective Companies. The management of the Demerged Company and the Resulting Company proposes to achieve the above objective pursuant to a Scheme of Arrangement under Sections 230 to 232 read with Sections 52 and 66 of the Companies Act, 2013.

CONSIDERATION UNDER THE SCHEME

In consideration of the transfer and vesting of the Warehouse Division in accordance with this Scheme and as an integral part of this Scheme, the share capital of the Resulting Company shall be increased in the manner set out in this clause.

Upon the sanction of this Scheme by the Tribunal and in consideration of transfer and vesting of the Demerged Undertaking of the Demerged Company into the Resulting Company in terms of provisions of the Scheme, the Resulting Company shall, without any further application or deed, issue and allot Equity Share(s) to the members of the Demerged Company whose names appear in the Register of members as on Record Date, in the following ratio:

1(one) Equity Share of face value of Rs.10/- (Rupees Ten only) each fully paid up of the Resulting Company shall be issued and allotted by the Resulting Company for every 2(two) fully paid-up equity shares of the face value of Rs.10/- (Rupees Ten only) each held in the Demerged Company.

Fractional entitlements, if any

In the event the aforesaid allotment of equity shares results in fractional entitlements, the Board of Directors of the Resulting Company shall consolidate all such fractional entitlements and thereupon issue and allot whole equity shares in lieu thereof to the Company Secretary of the Resulting Company (or such other person as the Board of Directors of the Resulting Company shall appoint in this behalf), who shall hold such equity shares, in trust on behalf of the shareholders entitled to fractional entitlements, with the express understanding that such Company Secretary (or such other person as the Board of Directors of the Resulting Company appoints in this behalf) shall sell the same within a period of 90 days from the date of allotment of shares, at such price or the prices and to such person or persons as deemed fit and the net sale proceeds thereof (i.e. after deduction therefrom of expenses incurred in connection with the sale) shall be paid to the Resulting Company whereupon the Resulting Company shall distribute such net sale proceeds to the shareholders in proportion to their respective fractional entitlements. The Board of Directors of the Resulting Company, if it deems necessary, in the interests of allottees, approve such other method in this regard as it may, in its absolute discretion, deem fit.

The Equity shares to be issued in terms of this clause shall be subject to the provisions of the Memorandum and Articles of Association of the Resulting Company. The Equity shares shall rank pari-passu in all respects, including dividend, if any

The equity shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the NSE.

There shall be no change in the shareholding pattern or control in DRS. Cargo Movers Private Limited between the record date and the listing which may affect the status of this approval.

Listing of Equity Shares of the Resulting Company

On approval of the Scheme by the NCLT, the Resulting Company shall apply for listing and trading permissions of its Equity Shares on the SME segment of NSE (NSE Emerge) and comply with the SEBI (ICDR) Regulations, Listing Regulations and other applicable laws, rules and regulations.

"Appointed Date" means 01.04.2022 (First Day of April, Two Thousand And Twenty Two) or such other date as may be approved by the Hon'ble National Company Law Tribunalor such other competent authority having jurisdiction to sanction the Scheme. The Appointed Date shall be the Effective Date and the Scheme shall be deemed to be effective from the Appointed Date.

RISKS IN RELATION TO THE FIRST OFFER

The Company is not offering any shares through **Initial** Public Offer, to the Public. Hence risk(s) in relation to first offer is - **Not Applicable**

GENERAL RISKS

Investment in equity & equity-related securities involve a degree of risk and investors should not invest any funds in unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in relation to the Scheme. For taking any decision, investors must rely on their own examination of DRS Dilip Roadlines Limited, DRS. Cargo Movers Private Limited and the Scheme, including the risks involved. The equity shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does, SEBI guarantee the accuracy or adequacy of the contents of this Document. Specific attention of the investors is invited to the section titled "Risk Factors" at pages 12 and 13 of this Document**.**

PROCEDURE

The procedure with respect to public issue / offer would not be applicable as the proposed issue of shares by DRS. Cargo Movers Private Limited is only to the shareholders of DRS Dilip Roadlines Limited pursuant to the Scheme. Hence, the processes and procedures in respect to the Bid cum-Application Form, RHP and General Information Document etc. are - **Not Applicable**

PRICE INFORMATION OF BRLM's
Not Applicable

Details of Statutory Auditor
Name:- Agarwal Varun & Co**.** Firm Registration No. – 0021595S Registered Office: 5-8-352, OFFICE NO 204, 2nd Floor, Raghava Ratna Towers, Abids, Hyderabad- 500001 Phone: 09502804451

PROMOTERS OF DRS. CARGO MOVERS PRIVATE LIMITED			
Sr. No.	**Name**	**Individual / Corporate**	**Experience**
1.	**DRS Dilip Roadlines Limited**	**Corporate**	DRS Dilip Roadlines Limited was established in 2009 and since then constantly pushing the barriers and setting benchmarks. It is a recipient of numerous awards & accolades for its path breaking innovations & practices. The Company is Pan India service provider and is predominantly engaged in handling 1. Transportation / Logistics Services 2. Warehousing Services 3. Packing & Moving The Company provides latest options for transporting goods & relocation services. It was the first organization to introduce CHAPP VAN & marked its name in the Limca Book of Records & World Book of Records

			The company has infrastructure of 54 branches / transhipment hubs, spread across the country, and covering a massive 1200 locations. Apart from this, the company is having own fleet of 327 vehicles & owned warehouses at Hyderabad. With a strong will towards service, the company has earned the ISO 9001- 2015 Certification. Continuously bringing in innovative solutions to client requirements. Have a strong network of Quality people.
2.	**Anjani Kumar Agarwal** (DIN: 00006982)	**Individual** (Nominee of DRS Dilip Roadlines Limited)	Mr. Anjani Kumar Agarwal, aged about 48 years, is the CEO & Managing Director of DRS Dilip Roadlines Limited (Demerged Company) He has a profound experience of 28 years in the field of transport and logistics industry. He has provided an immense contribution in setting up of DRS International School in Hyderabad.
3.	**Sanjay Agarwal** **(DIN: 00204750)**	**Individual**	Sanjay Agarwal, aged 46 years is one of the founding Promoters of our Company. He completed his Bachelor degree in Commerce from Osmania University. He has 25 years of experience in handling customer relations and handling of general administration activities of the Company. Currently Sanjay Agarwal is the CFO of DRS Dilip Roadlines Limited

BUSINESS OVERVIEW AND STRATEGY

DRS. CARGO MOVERS PRIVATE LIMITED, (hereinafter referred to as **"DRS. CARGO/ Resulting Company"**) was incorporated under the name and style DRS Labs (India) Private Limited in the state of Telangana, (erstwhile undivided Andhra Pradesh) under the provisions of the Companies Act, 1956 on 12.12.2007 vide Corporate Identification Number: (CIN) :U24232AP2007PTC056660 issued by the Registrar of Companies, Andhra Pradesh. Subsequently, the name of the Company was changed from DRS Labs (India) Private Limited to its present name i.e, "DRS. Cargo Movers Private Limited" by following due procedure laid down under the applicable provisions of the Companies Act, 2013 and a Fresh Certificate of Incorporation consequent on change of name was issued by the Registrar of Companies, Telangana, Hyderabad on 13th February, 2019.

Product/Service Offering: -

The company is engaged in business of providing logistics services including transportation, packing & moving and renting of warehouses.

Geographies served: The Company operates its business primarily in India.

Revenue segmentation by geographies:

There are no separate geographical segments as per (Indian GAAP")"Operating Segment".

Key Performance Indicators:

	FY 2021-22 (Amt in Rs. millions)	FY 2020-21 (Amt in Rs. millions)
Turnover	12.94	9.47
Profit before Tax	0.15	0.74
Earnings per share (in Rs):	1.00	5.10

Client Profile or Industries served:

The company is engaged in business of providing logistics services including transportation, packing & moving and renting of warehouses.

Intellectual Property, if any: NIL

Market share: Not Applicable

Manufacturing Plant, if any: Not Applicable

Employee strength: 18

Upon the Scheme becoming effective, all employees of DRS Dilip Roadlines Limited engaged in or in relation to the Warehouse Division shall become the employees of DRS. Cargo Movers Private Limited.

BOARD OF DIRECTORS				
Sr. No	**Name of the Director**	**Designation**	**Experience& Educational Qualification**	**Other Directorships**
1.	Anjani		Anjani Kumar	1. DRS Dilip Roadlines Limited

	Kumar Agarwal (DIN: 00006982)	Director	Agarwal, aged 48 years is one of the founding Promoters of our Company. He has completed his graduation in B.Com from Osmania University. He has about 28 years of experience in the field of transport and logistics. He has provided an immense contribution in setting up of DRS International School in Hyderabad. He has been the main guiding force behind the marketing growth of our Company. He is the CEO and Managing Director of DRS Dilip Roadlines Limited.	2. DRS Sunlite Projects Private Limited. 3. DRS Education Private Limited. 4. DRS Logistics Private Limited. 5. Bade Bhaiya Packing and Moving Private Limited. 6. Bade Bhaiya Packers and Movers Private Limited. 7. DRS International School Private Limited.
2.	Sanjay Agarwal (DIN: 00204750)	Director	Sanjay Agarwal, aged 46 years is one of the founding Promoters of our Company. He completed his Bachelor degree in Commerce from Osmania University. He has 25 years of experience in handling customer relations and handling of general administration activities of the Company. Currently Sanjay Agarwal is the	1. Agarwal Relocators Private Limited 2. Bade Bhaiya Packing and Moving Private Limited 3. Bade Bhaiya Packers and Movers Private Limited 4. DRS Education Private Limited 5. MDN Edify Education Private Limited 6. DRS International School Private Limited

			CFO of DRS Dilip Roadlines Limited	

OBJECTS OF THE SCHEME

Brief objects of the Scheme:

Demerger, transfer and vesting of the Warehouse Division (Demerged Undertaking) of DRS Dilip Roadlines Limited into DRS. Cargo Movers Private Limited on a going concern basis in accordance with the terms of the Scheme, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and subsequent listing of shares to be issued by the Resulting Company.

The Scheme also provides for various other matters consequent and incidental thereto.

The Rationale for the Scheme is set out under the heading "Details of the Scheme" at page 2 of this Document.

Details of means of finance: Not Applicable

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilisation of issue proceeds of past public issues/ rights issues, if any, in the preceding 10 years - Not Applicable

Name of monitoring agency, if any - Not Applicable

Terms of issuance of Convertible Security, if any - Not Applicable

Shareholding Pattern (Pre-Scheme):

Sr. No.	**Particulars**	**Equity shares**	
		No. of Equity Shares of Face Value of Rs. 10 per share	**% of holding**
I.	Promoter and Promoter group	1184300 *	**100**
2.	Public	-	-
	Total	1184300 *	**100**

** Includes nominee shareholder who holds 1 equity share of Rs.10 each. Beneficial interest is with DRS Dilip Roadlines Limited (DRS Dilip)*

Note: *Upon the Scheme becoming effective, shareholders of DRS Dilip will be allotted equity shares of DRS Cargo in accordance with Clause 9 of the Scheme and therefore, will become equity shareholders of DRS Cargo. The Promoter and Promoter Group of DRS Dilip shall be the Promoter and Promoter group of DRS Cargo in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.*

Number / amount of equity shares proposed to be sold by selling shareholders, if any : Not Applicable

(Rs. In Millions)

	Six months ended 30.09.2022	**Last Audited Financial Year**	**1 year prior to the last Audited Financial Year**	**2 years prior to the last Audited Financial Year**
	30.09.2022	**2021-22**	**2020-21**	**2019-20**
Total Income from Operations (Net)	62.93	105.85	0.00	85.15
Net Profit / (Loss) before tax and extraordinary items	8.24	3.78	9.68	-4.33
Net Profit / (Loss) after tax and extraordinary items	6.10	2.81	7.15	-3.21
Equity Share Capital	11.84	11.84	11.84	11.84
Preference Share Capital	0.00	0.00	0.00	0.00
Reserves and Surplus	-37.43	-43.53	-46.34	-53.49
Net Worth	-25.59	-31.68	-34.50	-41.64
Basic Earnings per Share (in Rs.)	4.88	2.25	5.72	-2.57

Diluted Earnings per Share (in Rs.)	4.88	2.25	5.72	-2.57
Return on Networth (%)	-23.83%	-8.87%	-20.72%	7.70%
Net Asset Value per Share (Rs.)	-20.47	-25.35	-27.60	-33.32

Notes:

1. The instant abridged Prospectus is prepared for the limited purpose of compliance of Law, as an annexure to the Notice being sent to the shareholders for the purpose of approval of Scheme. The financials in respect of the Financial Years and the stub period, as laid in the table above, have been restated to the extent applicable to the Company.

2. DRS. Cargo Movers Private Limited became the wholly owned subsidiary of DRS Dilip Roadlines Limited with effect from 22nd January, 2022. However, DRS. Cargo is not required to prepare any consolidated financials since it does not have any subsidiary.

3. Networth comprises of Equity Share Capital and Reserves & Surplus.

4. Basic and diluted earnings per share for six months ended September 30, 2022 have not been annualised
4. Net asset value per share = Networth / Total number of shares outstanding.

RISK FACTORS

1. Implementation of the proposed Scheme is subject to the approval of NCLT, Hyderabad Bench and other regulatory authorities. Further, issue of shares by the Resulting Company and subsequent listing on the SME segment of NSE shall be subject to applicable compliances and requisite approvals.

2. The Company's inability to hire experienced drivers in the market may adversely affect its business, results of operations and financial condition. Further, the Company operates in a highly competitive industry and, if it is unable to adequately address factors that may adversely affect its revenue and costs on account of increased competition, its business would suffer. Further the Company is dependent on various third parties for adequate and timely supply of equipment and maintenance of its vehicles, and any delays or increases in cost related thereto may adversely affect the business.

3. The growing use of technology in logistics services creates additional risks of competition, reliability and security.

4. The Company faces security risks, including, social engineering attacks targeting customers, malware intrusion or data corruption attempts, and identity theft that could result in the disclosure of confidential information and adversely affect business or reputation, and create significant legal and financial exposure.

5. Any inability to attract and retain skilled personnel and other talented professionals or any loss of senior management or other talented professionals may adversely impact Company's business.

6. Economic slow-down, recession, health pandemics, natural calamities would adversely affect the business of the Company. Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse affects on the operations and financial performance.

7. Any changes in the regulatory framework could adversely affect the operations and growth prospects of the Company. Further, changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect the business, results of operations, financial condition and prospects.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the company and amount involved:

Name of the Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings*	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate Amount involved (Rs in Crores)**
Company (DRS Cargo)						
By the Company	Nil	Nil	Nil	Not Applicable	Nil	Nil
Against the Company	Nil	Nil	Nil	Not Applicable	Nil	Nil

Directors						
By our Directors	Nil	Nil	Nil	Not Applicable	Nil	Nil
Against our Directors	Nil	Nil	Nil	Not Applicable	Nil	Nil
Promoter **(DRS Dilip Roadlines Limited)**						
By Promoter	Nil	Nil	Not Applicable	Not applicable	Nil	Nil
Against Promoter	Nil	Refer Note 1 below	Nil	Refer C below	Nil	Nil
Subsidiaries						
By Subsidiaries	Not Applicable					
Against						

Note

There are no ongoing adjudication & recovery proceedings, prosecution initiated, or other enforcement action taken, against the Company, its promoters and directors.

B. Brief Details of top 5 material outstanding litigations against the company and amount involved

Sr. No	Particulars	Litigation filed by	Current status	Amount Involved
NIL	NA	NA	NA	NA

C. Regulatory Action, if any – disciplinary action taken by SEBI or Stock Exchange against the promoter in last 5 Financial Years including outstanding action, if any

Against the promoter:

1. DRS Dilip Roadlines Limited

Non-compliance of Regulation 13(3) and 31 of SEBI (LODR) Regulations, 2015 for the quarter ended 31.03.2021 for which notice of noncompliance was served by National Stock Exchange of India Limited., requiring the company to pay a

fine of Rs 54000 plus applicable taxes in terms of Circular No SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020. The Company paid the same, while requesting for waiver.

2. Anjani Kumar Agarwal: Nil

3. Sanjay Agarwal: Nil

D. Brief Details of outstanding Criminal proceedings against promoters – NIL

DECLARATION BY THE COMPANY

We, hereby declare that all the relevant provisions of the Companies Act, 2013 and the guidelines/ regulations issued by the Government of India or guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this document is contrary to the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this document are true and correct.

For and on behalf of DRS. Cargo Movers Private Limited

Sd/-
Sanjay Agarwal
Director
DIN: 00204750
Add : Plot No. 68, AP Text Book Colony, Near Narne Estate,
Kharkhana, Secunderabad - 500009
Place : Hyderabad
Date : 10.04.2023

DRS DILIP ROADLINES LIMITED
(CIN: L60231TG2009PLC064326)
Registered Office: 306, 3rd Floor, Kabra Complex,
61, M G Road, Secunderabad, TG - 500003
investors@drsindia.in, www.drsindia.in

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L60231TG2009PLC064326
Name of the company	**DRS DILIP ROADLINES LIMITED**
Registered office	306, 3rd Floor, Kabra Complex, 61,M G Road, Secunderabad, TG 500003 IN.
Name of the member(s)	
Registered Address	
Email Id	
Folio No / Client ID	DP ID :

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

1.	Name			
	Address		Signature	
	E-mail Id			
or failing him / her				
2.	Name			
	Address		Signature	
	E-mail Id			
	or failing him			

as my / our proxy to attend and vote for me / us and on my / our behalf at the NCLT Convened Meeting of the Company, to be held on Saturday, the 13th day of May, 2023 at 11.00 A.M. at 3rd Floor, Kabra Complex, 61, M G Road, Secunderabad, Telangana 500003, and at any adjournment thereof in respect of such resolution as is indicated below:

Item of Business	For	Against
Approve the Scheme of Arrangement between DRS Dilip Roadlines Limited ("Demerged Company") and DRS. Cargo Movers Private Limited ("Resulting Company"), and their respective Shareholders and Creditors		

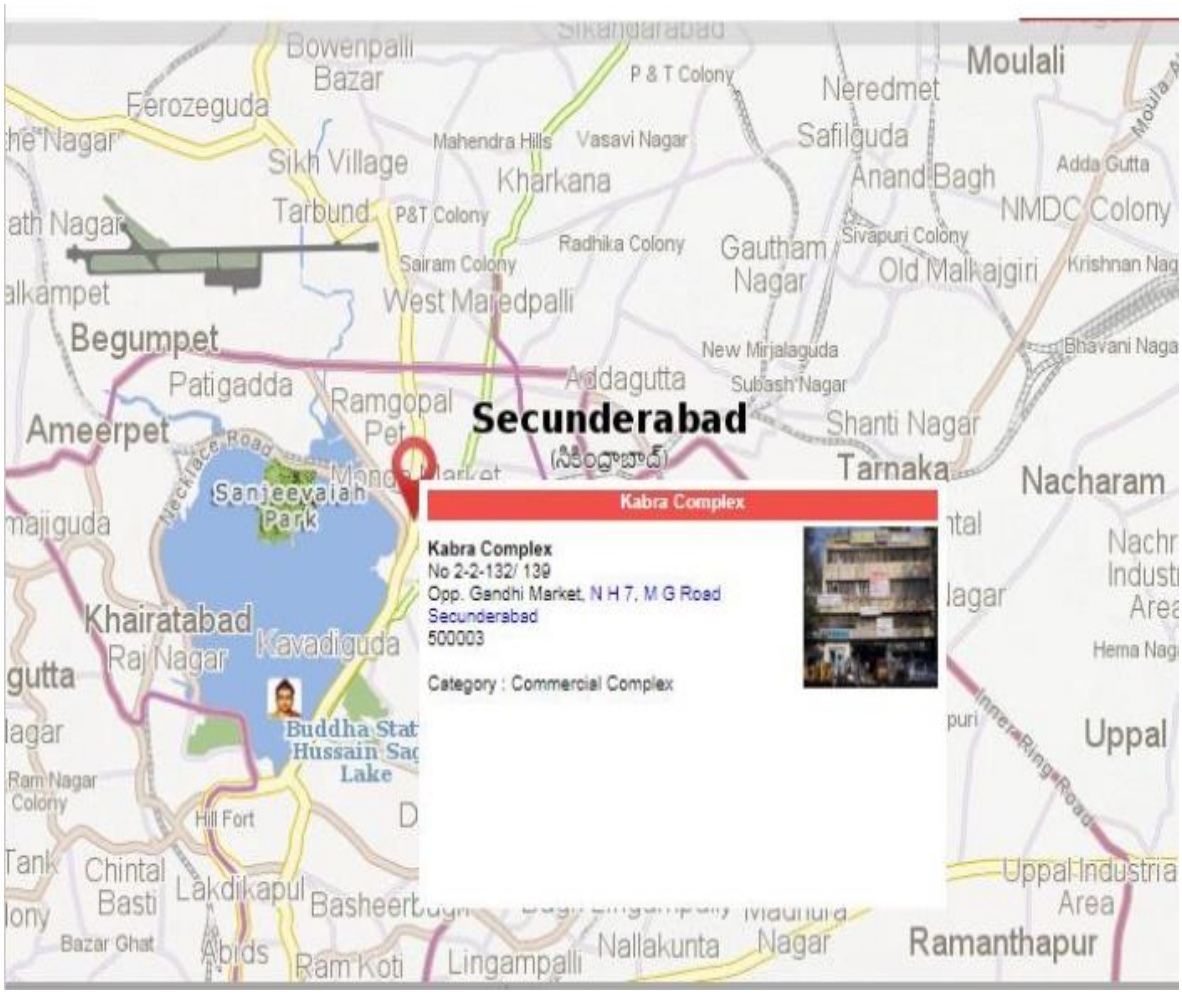
Signed this ……. day of ……. 2023.

Signature of shareholder: _____ Signature of Proxy holder(s): _____

Affix Revenue Stamp of not less than Rs. 1

Note: This form of proxy in order to be effective should be duly completed, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map


Bowenpalli
Bazar
Ferozeguda
Sikh Village
Tarbund
P&T Colony
Sairam Colony
West Marredpalli
Mahendra Hills
Vasavi Nagar
Kharkana
Radhika Colony
P & T Colony
Neredmet
Safilguda
Anand Bagh
Moulali
Adda Gutta
NMDC Colony
Sivapuri Colony
Gautham Nagar
Old Malkajgiri
Krishnan Nag
Begumpet
Patigadda
Ramgopal Pet
Addagutta
New Mirjalaguda
Subash Nagar
Bhavani Naga
Ameerpet
Secunderabad
(సికింద్రాబాద్)
Shanti Nagar
Tarnaka
Nacharam
Sanjeevaiah Park
Kabra Complex
Kabra Complex
No 2-2-132/ 139
Opp. Gandhi Market, N H 7, M G Road
Secunderabad
500003
Category : Commercial Complex
Khairatabad
Raj Nagar
Kavadiguda
Buddha Stat
Hussain Sag
Lake
Ram Nagar Colony
Hill Fort
Chintal Basti
Lakdikapul
Bazar Ghat
Abids
Ram Koti
Lingampalli
Nallakunta
Nagar
Ramanthapur
Uppal
Inner Ring Road
Uppal Industria
Area