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DRS GROUP SINCE 1984 (HYD)



Mr. DAYANAND AGARWAL  
ORIGINAL FOUNDER

**BADE BHAIYA**

Date: 27<sup>th</sup> February, 2025

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

Dear Sir,

**Sub:** Postal Ballot Notice

**Ref:** Scrip Code: DRSDILIP

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed Postal Ballot Notice seeking approval of the Members to transact the items of special business as set out hereunder by-passing Special Resolution, through postal ballot by way of electronic voting (remote e-voting).

1. To approve the migration of listing/ trading of equity shares of the company from NSE emerge (SME platform of National Stock Exchange of India limited) to the main board of Bombay Stock Exchange limited ("BSE") and / or National Stock Exchange of India limited ("NSE").

In accordance with the General Circulars issued by the Ministry of Corporate Affairs ('MCA Circulars'), the Postal Ballot Notice indicating, inter alia, the process and manner of remote e-voting, is being sent only through electronic mode to the members whose names appear on the Register of Members/ List of Beneficial Owners as on 21<sup>st</sup> February, 2025 ("cut-off date").

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members. The remote e-voting period commences on Friday, 28<sup>th</sup> February, 2025, at 9:00 A.M. (IST) and ends on Saturday, 29<sup>th</sup> March, 2025 at 5:00 P.M. (IST).

The above notice is also updated on the website of the Company i.e. <https://www.drsindia.in/postal-ballot.html>

This is for your information and records.

Thanking You,

Yours faithfully

**For DRS DILIP ROADLINES LIMITED**

**ANJANI KUMAR AGARWAL**  
CEO & MANAGING DIRECTOR  
DIN: 00006982



**Dilip Roadlines**  
**Limited**



Regd. Off: # 306, 3rd Floor, Kabra Complex, 61-M.G. Road, Secunderabad - 500 003, T.S. India.  
Corporate Off: 220 to 224, 2nd Floor, Kabra Complex, 61-M.G. Road, Secunderabad - 500 003.  
Ph: +91-40-27711276 / 27711504, Website: [www.drsindia.in](http://www.drsindia.in), E-mail: [info@drsindia.in](mailto:info@drsindia.in), [investors@drsindia.in](mailto:investors@drsindia.in)  
CIN: L60231TG2009PLC064326

# DRS DILIP ROADLINES LIMITED

CIN: L60231TG2009PLC064326

**Reg. Office:** 306, 3rd Floor, Kabra Complex, 61, M G Road, Secunderabad – 500003, Telangana.

## POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India.

| VOTING STARTS ON                                    | VOTING ENDS ON                                   |
|-----------------------------------------------------|--------------------------------------------------|
| 28 <sup>th</sup> February, 2025, at 9:00 a.m. (IST) | 29 <sup>th</sup> March, 2025, at 5:00 p.m. (IST) |

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules') Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the **SEBI Listing Regulations**'), the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('**SS-2**'), each as amended, General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April 2020, 20/2020 dated 5<sup>th</sup> May 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December 2020, 10/2021 dated 23<sup>rd</sup> June 2021, 20/2021 dated 8<sup>th</sup> December 2021, 3/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December 2022 and 09/2023 dated 25<sup>th</sup> September 2023, 09/2024 dated 19<sup>th</sup> September 2024 and other General Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time in this regard (hereinafter collectively referred to as "**MCA Circulars**"), and the Circulars issued by the Securities and Exchange Board of India ("SEBI Circulars"), in this regard to transact the special business as set out hereunder by passing Special Resolution, by way of electronic voting (remote e voting).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In accordance with the MCA Circulars, the Notice indicating, inter alia, the process and manner of remote e-voting, is being sent only through electronic mode to the members whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, 21<sup>st</sup> February, 2025 ("cut-off date") received from the Depositories and whose e-mail address are registered with the Company/ Depositories. The communication of the assent or dissent of the Members would take place through the remote e-voting system. It may be noted that the General Circular No.17/2020 dated 13<sup>th</sup> April, 2020 issued by the MCA permits the Company to provide only e-voting facility to its members for the purpose of seeking their assent or dissent on the proposed business. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting facility to its Members.

The instructions for remote e-voting are appended to this Notice.

**Corporate Office:** 220 to 224, 2<sup>nd</sup> Floor, Kabra Complex, 61-M.G. Road, Secunderabad – 500 003, Telangana.

**Ph:** +91 40-27711276 / 27711504, **Website:** [www.drsindia.in](http://www.drsindia.in), **E-mail:** [info@drsindia.in](mailto:info@drsindia.in), [investors@drsindia.in](mailto:investors@drsindia.in)

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The Board of Directors of the Company has appointed **Mr. Vikas Sirohiya, Practicing Company Secretary (Membership No. ACS: 15116 and CP: 5246)**, as the Scrutinizer for conducting the voting process in a fair and transparent manner. He has communicated his willingness to act as Scrutinizer and will be available for the said purpose.

The voting through remote e-voting will commence on Friday, 28<sup>th</sup> February, 2025, at 9:00 A.M. (IST) and end on Saturday, 29<sup>th</sup> March, 2025 at 5:00 P.M. (IST). Immediately thereafter, the remote e-voting module shall close and the members intending to cast their votes electronically shall not be able to do so beyond the said date & time.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the 'Notes'. References to postal ballot(s) in this Postal Ballot Notice, if any, include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company or any other person duly authorized by him, after completion of scrutiny of the votes cast electronically. The results of the postal ballot through e voting process shall be announced at the Registered Office of the Company on or before Monday i.e. 31<sup>st</sup> March, 2025. The result along with the Scrutinizer's Report will be available at the Registered Office of the Company and will be displayed on its website <https://www.drsindia.in/postal-ballot.html>. Further, the same will be intimated to the Stock Exchange and Depositories and RTA.

## **SPECIAL BUSINESS:**

### **PROPOSED RESOLUTION:**

- 1. To approve the migration of listing/ trading of equity shares of the Company from NSE Emerge (SME Platform of National Stock Exchange of India Limited) to the Main Board of Bombay Stock Exchange Limited ("BSE") and / or National Stock Exchange of India Limited ("NSE").**

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

**"RESOLVED THAT** pursuant to the Regulation 277 and other applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (**SEBI ICDR Regulations**), read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (**SEBI LODR Regulations**) and applicable provisions of the Companies Act, 2013, and the rules framed there under, the Securities Contracts (Regulation) Act, 1956 (the "SCRA"), the Listing Agreement entered into by the Company with National Stock Exchange of India Limited ("**NSE**"), where the equity shares of face value of `10/- each ("Equity Shares") of the Company are currently listed & traded, as applicable, and subject to the applicable Laws and by-laws and rules and regulations of NSE and subject to the approval of other statutory authorities, if any and in accordance with the eligibility criteria for migration from NSE emerge platform to NSE Main Board and / or BSE Limited Main Board as specified by NSE and BSE and other applicable laws, the consent of the members of the Company be and is hereby accorded for migration of **listing/ trading of equity shares of the Company from NSE Emerge (SME Platform of National Stock Exchange of India Limited) to the Main Board of Bombay Stock Exchange Limited ("BSE") and / or National Stock Exchange of India Limited ("NSE")** as and when the Company is eligible for the same."

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**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above said resolution, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) or the Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to filling of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

**BY ORDER OF THE BOARD OF DIRECTORS  
DRS DILIP ROADLINES LIMITED**

Sd/-  
**ANJANI KUMAR AGARWAL**  
**CEO & MANAGING DIRECTOR**  
**DIN: 00006982**

Place: Hyderabad  
Date: 26.02.2025

## **NOTES:**

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted is annexed hereto.
2. In terms of Section 110 and 108 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management and Administration) Rules 2014, the business set out in the notice above is sought to be passed through the process of remote e-voting. Further, in accordance with Regulation 277 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, the said Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.
3. The Board of Directors at its meeting, held on 26<sup>th</sup> February, 2025 have appointed **Mr. Vikas Sirohiya, Practicing Company Secretary (Membership No. ACS: 15116 and CP: 5246)**, as the Scrutinizer for conducting the voting process in a fair and transparent manner.
4. The Members are provided with the facility to cast their vote, electronically, through e-voting service provided by Central Depository Services (India) Limited (CDSL) on the resolution set forth in the Postal Ballot Notice instead of returning the Postal Ballot Form(s). Pursuant to General Circular No.17/2020 dated 13th April, 2020 and other circulars issued by the MCA in this regard, and decided by the Company, members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process.

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5. The Postal Ballot Notice is uploaded on the website of the Company <https://www.drsindia.in/postal-ballot.html> and on the website of Central Depository Services (India) Limited (CDSL): “[www.evotingindia.com](http://www.evotingindia.com)”.
6. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Ownership as received from the Depository, i.e., Central Depository Services (India) Limited (“CDSL”) as on Friday, 21<sup>st</sup> February, 2025 (cut-off date) only by electronic mode. Physical copies of the Postal Ballot Notices, postal ballot forms and pre-paid business reply envelopes are not being sent to members.
7. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants (“DP”) unless any member has requested for a physical copy of the same. Members may note that the Postal Ballot Notice and the Postal Ballot Form will also be available on the Company’s website, <https://www.drsindia.in/postal-ballot.html>, on the website of the Stock Exchange, i.e. NSE Limited, <https://www.nseindia.com/> and on the website of CDSL, [www.evotingindia.com](http://www.evotingindia.com).

*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.*

8. Dispatch of the Postal Ballot Notice will be completed by Thursday, 27<sup>th</sup> February, 2025.
9. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper, as circulating through India (in English language) and one Telugu daily newspaper circulating in Hyderabad (in vernacular language, i.e. Telugu).
10. The voting through remote e-voting will commence on Friday, 28<sup>th</sup> February, 2025 at 9:00 A.M. (IST) and end on Saturday, 29<sup>th</sup> March, 2025 at 5:00 P.M. (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 21<sup>st</sup> February, 2025 (cut-off date), may cast their votes electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
11. Resolutions passed by the members through Postal Ballot, including voting by electronic means (e-voting), are deemed to have been passed effectively at a General Meeting of the Members. The Special Resolution shall be declared as passed, if the number of votes cast in favor of the Resolution is not less than three times the number of votes cast against the Resolution. Further, in the instant case, in accordance with Regulation 277 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, the said Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.
12. A member cannot exercise his / her vote through proxy on postal ballot. However,

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corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by e-mail to [vikasacs1999@gmail.com](mailto:vikasacs1999@gmail.com) with a copy marked to [evoting@cdsl.com](mailto:evoting@cdsl.com)

13. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) 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. Friday, 21<sup>st</sup> February, 2025. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
14. The results of the Postal Ballot will be declared by the Chairman of the Company or by any person authorized him, and the resolution will be deemed to have been passed effectively on the last date of e-voting i.e. Saturday, 29<sup>th</sup> March, 2025 subject to the requisite majority of the Shareholders had assented to the Resolutions, as provided at Note No.11 above.
15. The Scrutinizer appointed by the company, after the conclusion of the E-voting on Saturday, 29<sup>th</sup> March, 2025 shall unlock the votes casted in presence of two witnesses, and shall accordingly draft the Scrutinizer's report within the time prescribed. Such report shall consist of all the requisite details with regard to the votes casted, and the same shall be presented to the Chairman who shall sign the same, and accordingly the results of the Postal ballot shall be declared.
16. The results of the remote E-voting shall be declared by the Scrutinizer on Sunday, 30<sup>th</sup> March, 2025. The result of postal ballot along with the Scrutinizer's report will be placed on the Company's website within two days from the time of conclusion of e Voting period i.e. on or before Monday, 31<sup>st</sup> March, 2025 and will also be communicated to the Stock Exchange where the equity shares of the Company are listed.
17. The documents, if any, referred to in the Notice / Statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of this Notice till Saturday, 29<sup>th</sup> March 2025.
18. **Procedure and Instructions for E-Voting:**
  1. The voting period begins on Friday, 28<sup>th</sup> February, 2025 at 9:00 A.M. (IST) and end on Saturday, 29<sup>th</sup> March, 2025 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 Friday, 21<sup>st</sup> February, 2025 (cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  2. In pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants(DPs) in order to increase the efficiency of the voting process.
  3. Individual demat account holders would be able to cast their vote without having to register again with the Voting service provider thereby not only facilitating

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seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

4. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if he / she is already registered with CDSL for remote e-voting then he /she can use his / her existing User ID and password for casting the vote.
5. In case of individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-voting for Individual shareholders holding securities in demat mode.”
6. The details of the process and manner for remote e-voting and are explained herein below:

## THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

**Step 1:** Access through Depositories i.e. CDSL/NSDL e-Voting system in case of Individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Friday, 28<sup>th</sup> February, 2025, at 9:00 A.M. (IST) and end on Saturday, 29<sup>th</sup> March, 2025 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 Friday, 21<sup>st</sup> February, 2025 (cut-off date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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/**

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**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.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 above said 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 <b>CDSL Depository</b> | <ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>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 &amp; 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.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol> |

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| Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>                               | <ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li></ol> |
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b> | 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 above mentioned website.

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# DRS DILIP ROADLINES LIMITED

CIN: L60231TG2009PLC064326

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

| Login type                                                                | Helpdesk details                                                                                                                                                                                                           |
|---------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30         |

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(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](http://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](http://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:

|                       | <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>                                                                                                                                                                                                                                                                          |
|-----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN                   | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>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.</li></ul> |
| 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.                                                                                                                                                                                                                    |

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|                               |                                                                                                                                                                                                    |
|-------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>OR</b> Date of Birth (DOB) | <ul style="list-style-type: none"><li>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.</li></ul> |
|-------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

- (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 **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) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (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](http://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](mailto:helpdesk.evoting@cdslindia.com).

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- 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 favor 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](mailto: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 e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means maybe 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](mailto:helpdesk.evoting@cdslindia.com) or call on 1800225533.

## Other Instructions:

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- a) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 21<sup>st</sup> February, 2025 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on Friday, 21<sup>st</sup> February, 2025 being the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- b) In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download Section of [www.evotingindia.com](http://www.evotingindia.com) (CDSL Website).
- c) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

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# **DRS DILIP ROADLINES LIMITED**

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102, ANY OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS “THE ACT”), THE RULES MADE THEREUNDER, AS APPLICABLE, THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (HEREINAFTER REFERRED TO AS “SEBI LISTING REGULATIONS”) AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2):**

DRS Dilip Roadlines Limited got listed on NSE EMERGE (SME platform of National Stock Exchange of India Limited) w.e.f. December 10, 2018. The Board of Directors at their meeting held on February 26, 2025 considered and approved migration of Company's equity shares from NSE Emerge (SME Platform of National Stock Exchange of India Limited) to the Main Board of Bombay Stock Exchange Limited (“BSE”) and / or National Stock Exchange of India Limited (“NSE”) subject to the approval of Shareholders and other regulatory authority(ies), Stock Exchanges and in compliance with the procedure prescribed by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [SEBI (ICDR) Regulations, 2018]. The Board of Directors felt that it has been considerable time since the Company's shares got listed on the SME platform and it is high time that the Company's shares had migrated to the Main Board of Stock Exchange(s). As the members are aware, the Company is an established name in the field of house hold goods movement / packers and movers industry. The said migration will help the Company augment its brand value by virtue of enhanced visibility and deeper penetration into the investor's fraternity in the capital markets. Smaller market lots, being an integral feature of the stocks listed and traded on the Main Boards enables larger participation of investors, thus increasing the liquidity of Shares of our Company.

As per Regulation 277 of SEBI (ICDR) Regulations, 2018 an issuer, whose specified securities are listed on a SME Exchange platform and whose post-issue capital is more than ten crore rupees and upto twenty five crore rupees, may migrate its specified securities to the main board of the stock exchanges, if it is approved by shareholders by passing special resolution. The said special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal. In compliance with the above mentioned regulation the Board of Directors recommends the said resolution for your consideration and approval.

The Company would approach NSE and / or BSE with necessary application(s) for migration upon receipt of approval of the Public Shareholders. It is in the interest of all the Shareholders including public Shareholders to approve the proposal of migration of the present listed Equity Shares of the Company on the Main Board of NSE and / or BSE.

None of the Directors, Key Managerial Personnel and their relatives is in any way concerned or interested, financially or otherwise in the above said resolution. However, the Directors, Key Managerial Personnel and their relatives, who form part of promoter / promoter group and / or holding shares in the Company may be deemed to be interested in the said resolution to the extent of shares held by them in the paid up share capital of the Company. However, as per Regulation 277 of SEBI (ICDR) Regulations, 2018 promoter shareholders are not entitled to vote on the above said resolution.

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**By order of the Board of Directors  
DRS DILIP ROADLINES LIMITED**

**Sd/-  
ANJANI KUMAR AGARWAL  
CEO & MANAGING DIRECTOR  
DIN: 00006982**

Place: Hyderabad  
Date: 26.02.2025

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