

11th Annual General Meeting**Notice**

Notice is hereby given that the 11th (Eleventh) Annual General Meeting of the members of **DRS DILIP ROADLINES LIMITED** will be held on Wednesday, 30th day of September, 2020 at 3.00 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 the audited Financial Statement of the Company for the Financial Year ended 31st March, 2020 together with the Reports of the Board of Directors and 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: Appointment of Mr. Anjani Kumar Agarwal (DIN: 00006982), to the office of Director**

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

“RESOLVED THAT pursuant to the provisions of Section 152,161 and all other applicable provisions contained under the Companies Act, 2013 (“Act”), Mr. Anjani Kumar Agarwal (DIN: 00006982), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 01.10.2019 and who holds office as such upto the date of this Annual General Meeting in terms of Section 161(1) of the said Act and the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, and as recommended by the Nomination and Remuneration Committee, be and is hereby appointed to the office of Director of the Company.”

“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: Appointment of Mr. Anjani Kumar Agarwal (DIN: 00006982), to the office of Managing Director

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

“RESOLVED THAT pursuant to the provisions of Sections 196,197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V thereto, the appointment of Mr. Anjani Kumar Agarwal, by the Board of Directors, upon recommendation of Nomination and remuneration committee, to the office of Managing Director of the Company, a Key Managerial Personnel as defined U/s 2 (51) of the Companies Act, 2013, (in addition to the office of CEO of the Company held by him) and designated as CEO & Managing Director, for a period of 3 years with effect from 1st October, 2019 at a remuneration of Rs.1.5 lac per month, 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 5: Appointment of Ms. Jonnada Vaghira Kumari (DIN: 06962857), to the office of Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 152,161 and all other applicable provisions contained under the Companies Act, 2013 (“Act”), Ms. Jonnada Vaghira Kumari (DIN: 06962857), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 19.06.2020 and who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of the said Act and the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, and as recommended by the Nomination and Remuneration Committee, be and is hereby appointed to the office of Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Ms. Jonnada Vaghira Kumari to the office of Independent Director, who meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing 19.06.2020, as recommended 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.”

By the Order of the Board

For **DRS DILIP ROADLINES LIMITED**

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

Place: Hyderabad
Date: 02/09/2020

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. Explanatory Statement, pursuant to section 102 of the Companies Act, 2013, in respect of items of Special Business is attached herewith.
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 Annual General Meeting.
7. Members holding shares in Physical form are requested to advise any change of address immediately to the Company/ Registrar and Share Transfer Agent.
8. 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.
9. 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.
10. 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.

11. Members are advised to update their email IDs with Company's RTA and/or concerned Depository participants as soon as possible.
12. As per Secretarial Standards 2 (SS-2), complete particulars of the venue of the Meeting (route map) is attached herewith to the Notice.
13. 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.

Remote E-Voting:

The items of business 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 Wednesday, September 23, 2020, 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 Sunday, September 27, 2020 and will end at 5.00 P.M. on Tuesday, September 29, 2020. The members will not be able to cast their votes electronically beyond the date and time mentioned above.

The Company has appointed Mr. Anand Kumar C Kasat, Practicing Company Secretary (M. No. 42078, C.P. No. 17420) to act as the Scrutinizer to conduct and scrutinize the voting process in a fair and transparent manner. Members desiring to vote through electronic mode may refer to the detailed procedure on remote e-voting given hereunder:

PROCEDURE FOR REMOTE E-VOTING:

The remote e voting period begins at 9.00 A.M. on Sunday, September 27, 2020 and will end at 5.00 P.M. on Tuesday, September 29, 2020. 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. September 23, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

A. In case of members receiving e-mail (for members whose e-mail address are registered with the Company/Depositories)

- (i) The shareholders should log on to the remote e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” tab.
- (iii) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat/ Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ▪ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ▪ In case the sequence number is less than 8 digits enter the applicable number of ‘0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> ▪ Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.

- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 also to be used by the demat holders for voting of resolutions of any other company on which they are eligible to vote, provided that company opts for remote 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.
- (ix) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the password, then enter the User ID the image verification code and click on Forgot Password & enter the de and tails as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
 - 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.

- (xviii) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of members receiving the physical copy of Notice of AGM (for members whose e-mail ids are not registered with the Company/Depositories):

Please follow all the steps from Sl. No. (i) to Sl. No.(xvii) to cast vote

The Scrutinizer shall immediately, after the conclusion of voting at the AGM, 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 2 days 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.

Members who do not have access to remote e-voting facility have been additionally provided with the facility of voting through 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.

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

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.

The results declared along with the Scrutinizer’s Report will be posted on the Company’s website and communicated to the Stock Exchange.

By the Order of the Board

For **DRS DILIP ROADLINES LIMITED**

Sd/-

Anjani Kumar Agarwal
CEO & Managing Director
DIN: 00006982

Place: Hyderabad

Date: 02/09/2020

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

Item Nos. 3 & 4

We would like to recollect that Mr. Anjani Kumar Agarwal, was appointed as the Additional Director and subsequently elevated as the Managing Director of the Company by the Board wef 01.10.2019 in place of Mr. Dayanand Agarwal, who resigned from the Board due to his pre-occupation.

To put it chronologically, Mr. Anjani Kumar Agarwal, was appointed by the Board to the office of Additional Director wef 01.10.2019, who shall hold his office as such till the ensuing AGM of the Company.

However, the Company has received a Notice in writing from a member along with the deposit of Rs.1 lac as required under Section 160 of the Act proposing the candidature of Mr. Anjani Kumar Agarwal for the office of Director of the Company.

Pursuant to the provisions of Section 160 of the Companies Act, 2013 read with Rules thereunder, any proposal to appoint a Director needs to be approved by the members in their General Meeting.

Further, it may be noted that, Mr. Anjani Kumar Agarwal, was then already holding the office of CEO of the Company.

Mr. Anjani Kumar Agarwal aged about 45 years is one of the founding Promoters of the Company. He has about 25 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.

In the aforesaid backdrop, the Board, in the same Meeting, appointed Mr. Anjani Kumar Agarwal to the office of Managing Director of the Company for a period of 3 years wef 1st October, 2019 at a remuneration of Rs.1.5 lacs per month.

Further, the appointment of Mr. Anjani Kumar Agarwal to the said offices of Additional Director & Managing Director has been recommended by the Nomination and remuneration committee of the Company.

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 resolutions set out at Item No.3 & 4 are recommended for your consideration.

A Copy of draft letter of appointment of Mr. Anjani Kumar Agarwal as Managing Director (*designated as the CEO & Managing Director*) 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 son of Mr. Dayanand Agarwal. Apart from the said, he is not related to any Director of the Company.

Mr. Anjani Kumar Agarwal may be deemed to be interested in the resolutions set out at Item No.3 and 4 in the Notice.

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 resolutions set out at Item No.3 & 4 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 (45 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 25 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. 5

The members may note that Mr. M B Suneel, an Independent Director of the Company resigned from his office as such during the FY 2019-20. In order to retain the composition of the Board and also to comply with various provisions under the Companies Act, 2013, SEBI (LODR) Regulations, 2015 etc., Ms. Jonnada Vaghira Kumari was appointed as an Additional Director (Independent Director) on the Board of the Company wef 19.06.2020, pursuant to the provisions of Section 161 read with Section 149 of the Companies Act, 2013, who hold the office as such till the ensuing Annual General Meeting:

The Company has received a Notice in writing from a member along with the deposit of Rs.1 lac as required under Section 160 of the Act proposing the candidature of Ms. Jonnada Vaghira Kumari for the office of Director of the Company.

Pursuant to the provisions of Section 160 of the Companies Act, 2013 read with Rules thereunder, any proposal to appoint a Director needs to be approved by the members in their General Meeting.

The aforesaid appointee has declared that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. She has also given her consent for the proposed appointment to the office of Director of the Company.

Further, in the opinion of the Board, Ms. Jonnada Vaghira Kumari fulfills the conditions of her appointment as Independent Director as specified in the Act and the Rules made thereunder and she is independent of the Management as well.

She possess immense wealth of knowledge and expertise in her field and brings with her vast and rich experience that would definitely help the Company to set good standards of Corporate Governance. Keeping the said in view, it will be in the best interest of the Company that the said Additional Director be appointed / approved as Director / Independent Director on the Board of the Company.

Pursuant to the provisions of Section 149 of the Act, an independent director shall hold office for a term upto 5 (Five) consecutive years on the Board of a company and he / she shall not be included in the total number of directors for calculating the number of directors who would retire by rotation. If the appointment is approved, Ms. Jonnada Vaghira Kumari shall hold her office of Independent Director of the Company upto 18.06.2025.

In view of the aforesaid, the resolution set out at Item No.5 is recommended for your consideration.

A copy of draft letter of appointment of Ms. Jonnada Vaghira Kumari as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Ms. Jonnada Vaghira Kumari may be deemed to be interested in the resolution proposing the appointment set out at Item No.5 in the Notice.

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.5 in the Notice, except to the extent of shares held by them in the paid up share capital of the Company.

By the Order of the Board

For **DRS DILIP ROADLINES LIMITED**

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

Place: Hyderabad
Date: 02/09/2020

Information in respect of Director 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	Sugan Chand Sharma
Date of Appointment including terms and conditions of appointment	He was appointed as the whole time Director of the Company wef 01.07.2018
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 28 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 2019-20 : Rs.4,09,997 No change in proposed remuneration. (Since the current tenure of office of whole time Director is for a period of 3 years wef 01.07.2018)
Shareholding in the Company as on 31.03.2020	9,616 Equity Shares
Relationship between Directors inter-se/ Manager and KMPs	NIL
Number of Meetings of the Board attended during the year 2019-20	8

Name of the director	Anjani Kumar Agarwal
Date of First Appointment on the Board	10.07.2009
Date of Appointment including terms and conditions of appointment	Appointed as Managing Director (while already holding the office of CEO) of the Company wef 01.10.2019 for a period of 3 years at a remuneration of Rs.1.5 lac per month.
Date of Birth	11.02.1975
Expertise in Specific Functional areas	About 25 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. Agarwal Relocators Private Limited 3. DRS Logistics Private Limited. 4. DRS Education Private Limited 5. 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 31.03.2020	26,64,450 Equity Shares
Relationship with other Directors, Manager and other KMP of the company	Not related to any Director / KMP
Terms and conditions of re-appointment along with details of remuneration sought to be paid and the remuneration last drawn	Appointed as CEO & MD at a monthly remuneration of Rs.1.5 lac per month for a period of 3 years wef 01.10.2019. Remuneration last drawn as CEO of the Company : Rs.9 lacs (for the period 01.04.2019 to 30.09.2019) Remuneration last drawn as CEO & MD of the Company : Rs.8.56 lacs (for the period 01.10.2019 to 31.03.2020)
Number of Meetings of the Board attended during the year 2019-20	4

Name of the Director	Jonnada Vaghira Kumari
Date of Appointment including terms and conditions of appointment	19.06.2020 (Terms and conditions in accordance with Section 149 of the Act.)
Date of first appointment on the Board	19.06.2020
Date of Birth	07.05.1989
Expertise in Specific Functional areas and Experience	Post Qualification experience of over 5 years in Secretarial matters and Company Law
Educational Qualification	LLB., ACS, BA
Directorships in other Companies (other than DRS Dilip Roadlines Limited)	GVR Ashoka Chennai ORR Limited Aryabhata Solutions And IT Parks Limited
Membership / Chairmanship of committees of Other Boards (other than DRS Dilip Roadlines Limited)	<u>GVR Ashoka Chennai ORR Limited</u> Chairman - Nomination & Remuneration Committee <u>Aryabhata Solutions And IT Parks Limited</u> Chairman – Audit Committee Chairman - Stakeholders' Relationship Committee Member - Nomination & Remuneration Committee
Details of Remuneration sought to be paid and the remuneration last drawn by such person	Remuneration last drawn: N.A. Proposed remuneration : No remuneration except Sitting Fee
Shareholding in the Company as on 31.03.2020	NIL
Relationship between Directors inter-se/ Manager and KMPs	Not related to any other Director on the Board
Number of Meetings of the Board attended during the year 2019-20	N.A

Additional Disclosure in terms of Section II of Part II of Schedule V of the Companies Act, 2013 in relation to Item No.3 & 4

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)		
	2019-20	2018-19	2017-18
Financial parameters:	(audited)	(audited)	(audited)
Turnover (operational revenue)	15272.85	15024.07	14248.65
Net profit after tax	229.28	262.91	250.47
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 45 years, is the CEO of our Company. He has a profound experience of 25 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.		

	2019-20	2018-19	2017-18
Past remuneration (Rs per annum)	17.56 lacs	11 lacs	Nil
Job profile and his suitability	Laced with a 25 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	Company operates in Logistics Industry. The peculiar tendency of the said industry is low margins and stiff competition from other modes of transport. Further, cost of fuel, taxes and heterogeneous government regulations have been perennially affecting the profitability of the industry in general and the Company in particular.
Steps taken or proposed to be taken for improvement	The Company has, inter alia, taken following steps: The Company is trying various options in order 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 margin
Expected increase in productivity and profits	The Company is targeting an increase of 10% – 15% in the overall turnover and about 5% - 7% increase in operating profits as compared to previous year, however subject to COVID-19 impact that cannot be ascertained as of now.

By the Order of the Board
For DRS DILIP ROADLINES LIMITED

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

Place: Hyderabad
Date: 02/09/2020