05.09.2020

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

Dear Sir/Ma'am

Sub: Annual Report for the Financial Year 2019-20.

Ref: DRSDILIP

We wish to inform you that 11th Annual General Meeting {AGM} of the Company is scheduled to be held on Wednesday, 30th day of September, 2020 at 03.00 P.M at 2nd Floor, Kabra Complex, 61, MG Road, Secunderabad-500003.

Pursuant to Regulation 34 of SEBI {Listing Obligations and Disclosure Requirements} Regulations, 2015, we are submitting herewith the Annual Report of the Company for the financial year 2019-20. The Annual Report along with Notice of AGM are also being uploaded on the Company's website i.e. www.drsindia.in

This is for your information and necessary record

Regards

For DRS Dilip Roadlines Limited

ANJANI KUMAR AGARWAL

Digitally signed by ANJANI KUMAR AGARWAL
Date: 2020.09.05 20:38:57 +05'30'

Anjani Agarwal
CEO & Managing Director

Encl.: As Above:

DRS
Dilip RoadLines Limited

11TH ANNUAL REPORT

2019-2020

DRS DILIP ROADLINES LIMITED

Formerly known as (*DRS DILIP ROADLINES PRIVATE LIMITED*)

11th ANNUAL GENERAL MEETING
Wednesday, 30th day of September, 2020 at 3.00 P.M.
At 2nd Floor, Kabra Complex, 61,
M G Road, Secunderabad, 500003.

Contents **Page No.**

1. Corporate Information ----
2. Notice 1
3. Directors Report 17
4. Auditors Report 56
5. Balance Sheet 66
6. Statement of Profit & Loss 67
7. Cash Flow Statement 68
8. Significant Accounting Policies & Notes 69
9. Attendance Slip 86
10. Proxy Slip 87
11. Route Map 89

Corporate Information

Executive Directors	**Designation**
Anjani Kumar Agarwal (Appointed wef 01.10.2019)	CEO & Managing Director
Sugan Chand Sharma	Whole time Director
Non Executive & Independent Directors	**Non-Executive Director**
Jonnada Vaghira Kumari (Appointed wef 19.06.2020)	Shamantha Dodla
Ajai Kumar Agarwal	
Company Secretary (KMP)	**Chief Financial Officer(KMP)**
T. Sivarama Krishna	C. S Raghunandan
Statutory Auditors	**Internal Auditors**
M/s Ramanatham & Rao.,Chartered Accountants Flat No.302, Kala Mansion, S.D Road, Secunderabad-500003.	A Tibrewala & Associates, Chartered Accountants. 803, 8th Floor, 5-8-352, Raghava Ratna Towers, Chiraag Ali Lane, Abids, Hyderabad - 500001
Bankers	**Registrar & Share Transfer Agents**
ICICI BANK LTD.	M/s. Bigshare Services Private Limited 306, Right Wing, Amrutha Ville Opp.Yashoda Hospital, Somajiguda, Rajbhavan Road, Hyderabad – 500 082.
Registered Office	**Corporate Office**
306, Kabra Complex, 61, MG Road Secunderabad - 500 003 Phone: 040 27711504, 040 27711276 Email: info@drsindia.in	220 to 224, 2nd Floor, Kabra Complex, 61, MG Road Secunderabad -500003 Email: info@drsindia.in
Website & email Id for Investors	**11th Annual General Meeting** Day, Date & Time : Wednesday , 30th September, 2020 at 03.00 P.M Venue: 2nd Floor, Kabra Complex, 61,M G Road, Secunderabad -500003
Website : www.drsindia.in email Id : investors@drsindia.in	
Secretarial Consultants	**Cut-off Date**
M/s. P.S Rao & Associates Company Secretaries Flat No: 10, 4th Floor # 6-3-347/22/2, Dwarkapuri Colony, Panjagutta, Hyderabad– 082	Date: 23rd September, 2020 [Wednesday]

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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ▪ 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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. ▪ 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 Aryabhatta Solutions And IT Parks Limited
Membership / Chairmanship of committees of Other Boards (*other than DRS Dilip Roadlines Limited)*	GVR Ashoka Chennai ORR Limited Chairman - Nomination & Remuneration Committee Aryabhatta Solutions And IT Parks Limited 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 Financial parameters:	Rs. in lakhs) 2019-20 (audited)	2018-19 (audited)	2017-18 (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.

Past remuneration (Rs per annum)	2019-20 2018-19 2017-18 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

Directors' Report

Dear Members,

Your Directors take pleasure in presenting the 11th 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, 2020.

FINANCIAL PERFORMANCE

Our Financial Performance for the year ended March 31, 2020 is summarized below:

Particulars	2019-20 (Rs.)	2018-19 (Rs.)
Turnover	152,72,85,469	1,50,24,07,456
Other Income	2,81,32,146	5,88,934
Total Income	**1,55,54,17,615**	**1,50,29,96,390**
PBIDT	1,15,032,633	10,83,54,053
Less: (i) Interest	(2,31,31,891)	(2,62,69,704)
(II)Depreciation	(5,92,97,896)	(5,05,88,673)
Profit Before Exceptional Item and Tax	**3,26,02,846**	**3,14,95,676**
Exceptional Item	-	-
Profit Before Tax	**3,26,02,846**	**3,14,95,676**
Less: Provision for Tax		
- Current	1,38,32,463	70,42,931
Earlier year taxes	-	16,81,885
MAT credit	-	24,99,072
- Deferred	(41,57,969)	(10,20,898)
Profit After Tax	**2,29,28,352**	**2,62,90,830**
Earnings Per Share (EPS)	1.52	1.75

PERFORMANCE SUMMARY AND STATE OF AFFAIRS

Our performance during the FY 2019-20 was almost flat in terms topline as well its bottomline.

We have achieved an operational turnover of Rs.152.73 Crore and Profit after Tax (PAT) of Rs.2.29 Crore for the FY 2019-20 as against an operational turnover of Rs.150.24 Crores and profit after tax (PAT) of Rs.2.63 Crores for the FY 2018-19.
Revenue Break up of our operational Income during the FY ended 2019-20 is as hereunder:

Sl. No.	Particulars	For the FY ended 31.03.2020	For the FY ended 31.03.2019
1.	From Transport Services:		
	- Household Services	1,18,91,78,496	1,15,17,74,684
	- Commercial Services	28,25,32,076	29,98,16,338
2.	From Warehousing Services	5,55,74,897	5,08,16,434

Though the income remained almost flat, household services continue to dominate the operational revenues for the Company. Similarly, income from other divisions also continued a similar pattern as observed in the previous year.

As far as expenses are concerned, marginal increase under some head was offset by decrease in some other head. Thus, overall expenditure also remained flat during the FY 2019-20.

FUTURE OUTLOOK VIS A VIS COVID -19

As we all are aware, the outbreak of Covid pandemic in our country during the late March, 2020 is yet to show any signs of respite. The rising number of cases, despite the best possible safety and precaution measures is creating havoc among one and all. We all are breathing in the environment of fear, gloom and uncertainty. Normal life has taken a different approach. We are restricting ourselves to meet the basic necessities of life and avoiding undertaking other activities, to the extent possible. Amidst the said, movement of goods and people have been severely hit during the pandemic. We, being a logistic Company, engaged primarily in movement of household goods are experiencing our worst times. During first half of the current FY, we were mostly making stopgap arrangements vis a vis the ongoing tragedy. Despite the unrelenting efforts of our Governments at different levels to revive the deteriorating economy, the worries are far from over.

In the aforesaid backdrop, as of now its beyond our capability to ascertain the cascading impact of the ongoing pandemic on our business operations.

However, the management laced with all its experience and acumen, shall put all its efforts to stabilize the Company's operations and achieve good performance as far as possible.

TRANSFER TO RESERVES:

We donot propose any amount to be transferred to the Reserves for the current Financial Year.

MATERIAL CHANGES AND COMMITMENTS AFFECTING 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. 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, 2020.

DIVIDEND

As the members are aware, the Company's operations have been adversely affected owing to the ongoing pandemic resulting in uncertain and cascading impact on the topline as well as bottomline of the Company. In this backdrop, the Board of Directors felt it prudent to conserve its internal resources and hence donot recommend any dividend for the financial year ended 31st March, 2020.

CAPITAL STRUCTURE:

The capital structure of the Company as on March 31, 2020 stands as mentioned below:

Si. No	Particulars	At the end of FY ended 2020 (Amt. in Rs.)
1	**Authorised Capital** 17,000,000 Equity Shares of Rs.10 each	170,000,000
2	**Issued, Subscribed & Paid up Capital** 150,62,403 Equity Shares of Rs.10 each	150,624,030

IPO - UTILIZATION OF PROCEEDS - DEVIATION THEREIN:

As the members are aware, your Company raised an amount of Rs.31.50 Crores by way of IPO during the FY 2018-19. The said IPO proceeds have been deployed as per the Objects and schedule mentioned in the Offer Document. However, an amount of Rs.2.44 Crores was used towards purchase of trucks and for General Corporate purposes instead of part payment of term loans, due to urgent business needs. The said deviation was approved by the members in their previous AGM held on 27.09.2019.

During the FY ended 31.03.2020, out of the said unutilised amount of Rs.2.44 Crores an amount of Rs.1.68 Crore has been utilised and allocated towards part payment of term loans, as originally earmarked in the Prospectus. Thus, a net deviation of Rs.0.76 Crores still subsists as on 31st March, 2020.

The said deployment / deviation has been reviewed by the Audit Committee of the Company and has been certified by the Statutory Auditors.

In the said regard, necessary disclosures have already been made to the Stock Exchange, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors is duly constituted and has 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

Note: Mr. Anjani Kumar Agarwal was appointed to the office of Managing Director in place of Mr. Dayanand Agarwal, who resigned from his office of Managing Director wef 01.10.2019.

Other Directors:

DIN	Name	Designation
07231926	Mr. Ajai Kumar Agarwal	Non-Executive Independent Director
06962857	Ms. Jonnada Vaghira Kumari	Non-Executive Independent Director
08165176	Ms. Shamantha Dodla	Non-Executive Director

Note: 1. Mr. M. B. Suneel resigned from his office of Independent Director wef 29.02.2020
2. Ms. Jonnada Vaghira Kumari appointed to the office of Independent Director wef 19.06.2020

Key Managerial Personnel (other than Managing Director):

Name	Designation
Mr. C.S Raghunandan	Chief Financial Officer
Mr. T.Siva Rama Krishna	Company Secretary

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Shamantha Dodla, retired by rotation at the previous AGM held on 27.09.2019 and was reappointed thereat.

Further, during the year under review, Mr. Anjani Kumar Agarwal was appointed to the office of Additional Director and also as Managing Director in place of Mr. Dayanand Agarwal, who resigned from his office of Managing Director wef 01.10.2019.

Further, Mr. M. B. Suneel resigned from his office of Independent Director wef 29.02.2020.

Further, Ms. Jonnada Vaghira Kumari was appointed to the office of Independent Director wef 19.06.2020.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and in accordance with 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 composition (upon reconstitution) of committees of the Board is hereunder:

Audit Committee

Mr. Ajai Kumar Agarwal	- Chairman
Ms. Jonnada Vaghira Kumari	- Member
Mr. Anjani Kumar Agarwal	- Member

Nomination and Remuneration Committee

Mr. Ajai Kumar Agarwal	– Chairman
Ms. Jonnada Vaghira Kumari	– Member
Ms. Shamantha Dodla	– Member

Stakeholders' Relationship Committee

Ms. Jonnada Vaghira Kumari	– Chairman
Mr. Ajai Kumar Agarwal	– 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.

Also, 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 following policies are attached herewith and marked as ***Annexure –VI*** and ***VII*** 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 and decide on business performance, policies, strategies and other matters.

The Board has duly met 8 times during the Financial Year 2019-20, i.e., 29th May, 2019, 24th August, 2019, 20th September, 2019, 28th September, 2019, 14th November 2019, 16th December, 2019, 28th January, 2020, 30th January, 2020.

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

Name	Designation	No. of Board Meetings Attended / held
Mr. Dayanand Agarwal *(Resigned wef 01.10.2019)*	Chairman & Managing Director	**4/8**
Mr. Sugan Chand Sharma	Whole Time Director	**8/8**
Mr. Anjani Kumar Agarwal (Appointed wef 01.10.2019)	CEO & Managing Director	**4/8**
Mr. M. B. Suneel (Resigned wef 29.02.2020)	Independent Director	**4/8**
Mr. Ajai Kumar Agarwal	Independent Director	**4/8**
Ms. Shamantha Dodla	Non-Executive Director	**8/8**

Attendance at Board Meetings:

Sl. No	Date of Board Meeting	Dayanand Agarwal	Sugan Chand Sharma	Anjani Kumar Agarwal	Ajai Kumar Agarwal	Shamantha Dodla	M. B. Suneel
1.	29.05.2019	✓	✓	-	✓	✓	✓
2.	24.08.2019	✓	✓	-	✓	✓	✓
3.	20.09.2019	✓	✓	-	-	✓	-
4.	28.09.2019	✓	✓	-	-	✓	-
5.	14.11.2019	-	✓	✓	✓	✓	✓
6.	16.12.2019	-	✓	✓	-	✓	-
7.	28.01.2020	-	✓	✓	-	✓	-
8.	30.01.2020	-	✓	✓	✓	✓	✓

INTERNAL FINANCIAL CONTROL SYSTEMS

We have 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, 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 are 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 Mr. Anand Kumar C. Kasat, Company Secretary in Practice to undertake the secretarial audit of the Company.

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

Auditors Observation(s):

Statutory Auditor's Observations:

Auditors' Observations	Directors' Explanation
Disputed Service Tax / Income Tax	Matters pending before various Tribunals / Authorities
Out of IPO funds, Rs.75.28 lacs utilized for general corporate purposes instead of part payment of term loans.	Explanation provided elsewhere in this Report. The reported amount forms part of total deviation amount which has been ratified by members in their previous AGM.

Secretarial Auditors' Observations:

We would like to clarify that the instances of delay reported by the Secretarial Auditor were just clerical in nature and self-explanatory. Further, deviation in utilisation of IPO proceeds has been already explained elsewhere in this Report and also been approved by the members in their AGM.

In view of the said, no further explanation is being provided thereon.

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:

The Company complies with all the applicable Secretarial Standards issued by The Institute of Company Secretaries of India.

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. 31 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 –I*** to this Report.

Further, since the Company does not have any Holding / Subsidiary, neither it is a Holding / Subsidiary to any other Company, disclosure as required pursuant to Regulation 34(3) read with Schedule V thereto is not applicable. 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, 2020. Further, there were no outstanding deposits as at the beginning of the FY or at any time during the FY 2020. 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, 2020 and / or outstanding as on the said date are as hereunder:

Sl. No.	Name	Borrowings / repayment during the year (Rs. In lacs)	Amt. outstanding as on 31st March, 2020 (Rs. In lacs)
1.	Mr. Sugan Chand Sharma	Nil	42.10

Further, the said Director has provided declaration(s) in writing that the amount lent by him is his own funds and not been given out of funds acquired by him by borrowing or accepting loans or deposits from others.

ANNUAL RETURN

In accordance with Section 134 (3) (a) of the Companies Act, 2013, an extract of the Annual Return in the prescribed format i.e. Form MGT -9, as on 31st March, 2020 is uploaded on the website of the Company www.drsindia.in and may be accessed at
http://www.drsindia.in/images/updates/MGT9%20F.Y19-20.pdf

VIGIL MECHANISM / WHISTLE BLOWER POLICY

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, the Company has formalized

the process and institutionalized 'Whistle Blower Policy' within the Company, whereby employees and other stakeholders can report matters such as generic grievances, corruption, misconduct, illegality and wastage/misappropriation of assets 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 VIII*** to this Report.

RISK MANAGEMENT

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

The role of Risk Management department includes the implementation of Risk Management Systems and framework, review of the Company's financial and risk management policies, assessment of risk and procedures to minimize the same.

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.

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–IV*** to this Report.

CORPORATE GOVERNANCE:

Highest standards of Corporate Governance practices are maintained and followed in every walk of life of our Company. Corporate Governance is intended to increase the accountability of the company and avoid massive disasters before they occur. Corporate Governance is adopted in order to create a corporate culture of transparency, accountability and disclosure.

DISPATCH OF ANNUAL REPORTS

In compliance with the applicable provisions, we shall dispatch the Annual Report for the FY 2019-20 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 2020-21 has been duly paid. You may further note that the listing/ trading was never suspended at any time during the financial year 2019-20.

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 –V (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

Moreover, no employee was in receipt of remuneration in excess of that drawn by the Managing Director or Whole Time Director and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company..

Further, details of top ten employees in terms of remuneration drawn during the financial year ended 31st March, 2020 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- V (ii).***

LOANS, GUARANTEES OR INVESTMENTS

We have not given any loan or made investment or given guarantee or provided security as contemplated under Section 186 of the Act.

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, 2020.

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 2019-20

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

Despite the turbulent conditions prevailing across the globe, we have been able to sustain ourselves with reasonable growth. We owe all this to the contribution made by the employees of the Company and acknowledge their hard work and dedication. 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 are also deeply grateful to our shareholders for the confidence and faith that they have always placed in us.

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: 02/09/2020

Annexure - I

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:

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	MDN Edify Education Private Limited (Director of the Company / relative holding shares in other Company)
	Nature of contracts/arrangements/transaction	Agreement for repair and maintenance of vehicles
	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	Charges for repairs / maintenance of vehicles shall be determined on case to case basis. Spares and other consumables shall be on par with current market price. However, upto a maximum value of Rs.2 Crores per annum.
	Justification for entering into such contracts or arrangements or transactions'	The Company has developed an in house facility for repairs and maintenance of its own vehicles. This ensures timely, dedicated and quality repairs at competitive charges. As a part of the same facility, and in order to extend similar benefits, 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	29.05.2019
	Amount paid as advances, if any	Rs.50 lacs received as advance
	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.

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

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	
2	Nature of contracts/arrangements/transaction	
3	Duration of the contracts/arrangements/transaction	
4	Salient terms of the contracts or arrangements or transaction including the value, if any	
5	Date of approval by the Board	
6	Amount paid as advances, if any	

For and on behalf of the Board
For **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: 02/09/2020

Annexure II

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2020
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
DRS Dilip Roadlines Limited,
Secunderabad- 500003

I 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 us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I 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 me for the financial year ended on 31st March, 2020 according to the provisions of:

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

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

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

iii. 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**)

iv. 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;

(a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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

(c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;**(Not applicable to the Company during the audit period);**

(d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)**

(e) 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;

(f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;**(Not applicable to the Company during the audit period)***;*

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

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

I 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:

- *There was delay in filing of Forms with the Registrar of Companies in certain instances.*
- *There was a minor deviation in utilisation of IPO proceeds from the objects stated in the offer document.*

I 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

I further report that examination / audit of financial laws such as direct and indirect tax law has not been carried out by me as a part of this Secretarial Audit.

I further report that:

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

Adequate notice is given to all the directors to schedule the Board Meetings. We have observed that agenda and detailed notes on agenda were sent sufficiently in advance, however subject to shorter Notice in one instance, 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.

All the decisions at the Board Meetings and Committee Meetings have been carried out unanimously as recorded in the Minutes of the meetings of the Board or Committees of the Board, as the case may be.

I 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, guidelines, etc., having a major bearing on the Company's affairs.

Sd/-
Anand Kumar C. Kasat
Practicing Company Secretary
M.No.42078
C.P.No:17420
UDIN: A042078B000638014

Place: Hyderabad
Date: 31st August, 2020

[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,
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. I have followed the audit practises 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. I believe that the processes and practises I followed provide a reasonable basis for my opinion.

3. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

4. I believe that audit evidence and information provided by the Company's management is adequate and appropriate for me to provide a basis for our opinion.

5. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

6. I have not verified the correctness and appropriateness of financial records and Books and Accounts of the Company.

Disclaimer

7. 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. Further, the ongoing pandemic Covid 19, may have its own impact on the business operations and the future viability of the Company.

8. As regards the Secretarial Audit for the FY 2019-20, a substantial portion of the audit programme was completed prior to the outbreak of the pandemic CoVID 19 in the country. However, owing to the lockdown measures imposed across the country and the cascading impact thereof, for certain verifications and cross checks, we have relied on the management representations and assurances, wherever required, for forming our opinion and eventual reporting.

Sd/-
Anand Kumar C. Kasat
Practicing Company Secretary
M.No.42078
C.P. No: 17420
UDIN: A042078B000638014

Place: Hyderabad
Date: 31st August, 2020

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	: 5,00,690

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: 02/09/2020

Annexure IV

MANAGEMENT DISCUSSION AND ANALYSIS

Your Company 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. Favorable 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.
- In terms of growth of the wider industry, logistics infrastructure will see almost across the board real growth in the years between 2017 and 2023. Global Logistics market is expected to grow at a CAGR of 7.2% during the forecast period.

Development:

- In the sub-continent region, 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. China, Japan, India, Australia, and Indonesia are the major markets in Asia Pacific region. China is the largest logistics market in the region due to a huge population in the country and the presence of a large manufacturing base.

- 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.
- North America is the second largest region in the market. Increasing trade activities between the Americas and Europe are driving the growth of the market in this region. 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.

b) Opportunities and Threats

Opportunities:

- To alter the country's logistics landscape, Government of India (GOI) has taken a number of decisions in the recent years. 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 14% of GDP to less than 10% of it, by 2022.

- 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 Ministry of Commerce and Industry (MoCI) is developing an integrated logistics portal which would serve as a transactional e-marketplace by connecting buyers, logistics service providers and the relevant government agencies such as customs, port community systems, port terminals, shipping lines, railways, etc. Once functional, it would reduce delays and facilitate a transparent, informative and convenient trading system. The Ministry also launched a new Logistics Ease across Different States Index to rank states for the support they provide to improve logistics infrastructure within their respective jurisdictions.

Threats:

- 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.

- Actually, packaging is an ever debatable subject. Clearly, over-packaging consumes too many resources. Under-packaging allows for damage and spoilage of contents, also wasting resources. The goal is "right size" and "right strength" packaging. It is the result of

a holistic view that balances the proper use of resources against the environmental, social, and financial needs of packaging users and Society.

- 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.

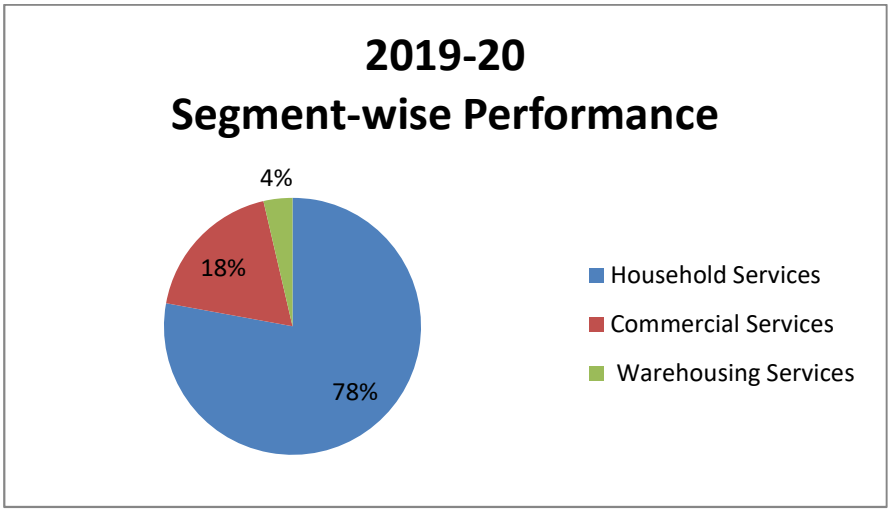
c) **Segment- wise or Product-wise performance**

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	**2019-20**	**2018-19**
Transport – Household	118,91,78,496	115,17,74,684
Transport – Commercial	28,25,32,076	29,98,16,338
Warehousing services	55,574,897	5,08,16,434
Total Revenue	**152,72,85,469**	**150,24,07,456**



Our Company has strong customer base and huge recall. Our established relationships with customers lead to stability of demand. Some of our top customers include MRF Limited, Paragon Polymer Products Private Limited, ITC Limited, Canon India Private Limited, Jindal Fibres Private Limited, Avon Meters Private Limited, J.K. Tyres & Industries Limited, ITC Limited, Ultra Tech Cement Limited, Manav energy Private Limited.

d) Outlook

As we all are aware, the outbreak of Covid pandemic in our country during the late March, 2020 is yet to show any signs of respite. The rising number of cases, despite the best possible safety and precaution measures is creating havoc among one and all. We all are breathing in the environment of fear, gloom and uncertainty. Normal life has taken a different approach. We are restricting ourselves to meet the basic necessities of life and avoiding undertaking other activities, to the extent possible. Amidst the said, movement of goods and people have been severely hit during the pandemic. We, being a logistic Company, engaged primarily in movement of household goods are experiencing our worst times. During first half of the current FY, we were mostly making stopgap arrangements vis a vis the ongoing tragedy. Despite the unrelenting efforts of our Governments at different levels to revive the deteriorating economy, the worries are far from over.

In the aforesaid backdrop, as of now, we may not be able to assess the cascading impact of the ongoing pandemic on our business operations.

However, on the brighter side, “Aatmanirbhar Bharat” programme launched by the Government of India will definitely help the logistics sector. Under this programme the focus is on making the logistics sector more digitalized which in turn would help in bringing more efficiency, transparency, cost effectiveness and better time management.

Further, by recognizing the importance of the sector, a new logistics division has been created in the Department of Commerce to develop and coordinate integrated development of the industry, improvement in existing procedures, identification of bottlenecks and gaps, and introduction of technology-based interventions in this sector. Apart from increasing trade, better performance in logistics will augment programmes like Make in India, and also enable India to become an important part of the global supply chain.

e) Risks and concerns

- Increase of fuel prices
- Any disruptions/ delays in road transport could negatively affect reputation / profitability.

- Cargo, personal injury claims may adversely affect the business
- 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
- weather, traffic conditions etc.
- Protecting Intellectual property rights is a challenge.
- Potential conflicts of interest with its Group Companies engaged in similar line of business.
- 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 the costs of labour
- Demand for services may decrease during an economic recession.
- Increased tensions at global level

Strengths:

- PAN India presence
- Diversed business model and host of services offered
- Large fleet of owned vehicles
- Experienced senior management
- Strong customer base

f) Internal Control System and their adequacy

The Company has effective and adequate internal audit and control systems, commensurate with the business size to safeguard assets and protect against loss from any un-authorized use or disposition. Regular internal audit visits to the operations are undertaken to ensure that high standards of internal controls are maintained at each level of the organization. The Company's internal controls are supplemented by an extensive programme of internal audits, review by management and documented policies, guidelines and procedures.

g) Discussion on financial performance with respect to operational performance

Particulars	2019-20	2018-19
Revenue from operations	**152,72,85,469**	**150,24,07,456**
Other Income	28,132,146	5,88,934
Finance Costs	23,131,891	2,62,69,704
Depreciation	59,297,896	5,05,88,673
PAT	22,928,352	2,62,90,830

h) Material developments in Human Resources / Industrial Relations front, including number of people employed

The Company believes that its employees are key contributors to its business success. To achieve this, 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 31.03.2020
1	Executive Directors *	02
2	Key Managerial Personnel (KMP)	02
3	Other employees	239
	Total	**243**

*Anjani Kumar Agarwal is the CEO & Managing Director, (a KMP) 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	2019-20	2018-19	Explanation
i	Debtors Turnover	2.56	3.09	Debtors realization got delayed due to liquidity crisis at macro level and pandemic
ii	Inventory Turnover	0.13	0.18	Inventory comprises basically of the "tyres & tubes and packing material". Changes in Inventory turnover does not have any impact on the financial health of the Company.
iii	Interest Coverage Ratio	2.41	2.54	Change being Negligible. Explanation is not warranted.
iv	Current Ratio	0.88	0.85	Change being less than 25%, explanation is not warranted.
v	Debt Equity Ratio	0.37	0.39	Change being less than 25%, explanation is not warranted..
vi	Operating Profit Margin (%)	2.85	3.46	Change being less than 25%, explanation is not warranted.
vii	Net Profit Margin (%) or sector-specific equivalent ratios, as applicable	1.47	1.75	Change being less than 25%, explanation is not warranted.

j) Details of changes in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof

	2019-20	2018-19	Explanation
Net worth (In Lakhs)	4522	4293	Due to increase in surplus and Reserves
Return on net worth (%)	5.07	6.12	Changes being less than 25%, explanation is not warranted

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.

For and on behalf of the Board
For **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: 02/09/2020

Annexure – V(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 2019-20**		
		Remuneration of Director / KMP	% increase in Remuneration	Ratio of Remuneration of each Director to median remuneration of employees
1	Mr. Dayanand Agarwal *(resigned from the office of Chairman & Managing Director wef 01.10.2019)*	7,50,000	Nil	7.61
2	Mr. Sugan Chand Sharma (Whole Time Director)	4,09,997	Nil	2.08
3.	Mrs. Shamantha Dodla (Non-Executive Director)	Nil	Nil	Nil
3.	Mr. Ajai Kumar Agarwal (Independent Director)	Nil	Nil	Nil
4.	Mr. M B Suneel *(resigned from the office of Independent Director wef 29.02.2019)*	Nil	Nil	Nil
5.	Mr. Anjani Kumar Agarwal *(appointed as CEO & MD wef 01.10.2019)*	17,56,452	Nil	8.91
6.	Mr. C S Raghunandan (CFO)	7,47,941	8%	N.A

7.	Ms. Pooja Bang *(resigned from the office of Company Secretary wef 16/07/2019)*	1,04,516	Nil	N.A
8	Mr. T Siva Rama Krishna *(appointed to the office of Company Secretary wef20/09/2019)*	2,70,132	N.A	N.A

B. Percentage Increase in the median remuneration of all employees in the Financial Year 2019-20:

The median annual remuneration of employees of the Company during the financial year was Rs.1,97,148. In the financial year, there was increase of 5.99 % in the median remuneration of employees.

C. Number of permanent employees on the rolls of Company as on 31st March 2020

There were 243 permanent employees (including Executive Directors and KMPs) on rolls of the Company as on March 31, 2020

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., 2019-20 is 10.22%. Whereas there was no increase in terms of percentage in the managerial remuneration 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: 02/09/2020

Annexure-V(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 year.

Sl No.	Name of the employee	Age (Years)	Designation	Qualification	Remuneration (For FY 2019-20) 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	HARMINDER PAL SINGH	11/02/1969	VP Marketing	Graduate	13,67,062	29	11/Aug/2005	Indo Arya Central Transport	Not related	Marketing	0.61
2	JITENDER SINGH	04/05/1973	VP-Operations	10th	9,70,668	29	1/Jan/1991	N.A (Associated with the Company, since beginning)	Not related	Operations	Nil
3	M.NAGAESWARA RAO	29/06/1971	GM-Business	Graduate	9,50,537	26	17/Dec/2018	TCI	Not related	Business	0.05
4	MANISH JAIN	02/10/1979	DGM-Karnataka	MBA	8,73,224	21	17/Aug/2012	Nissan Motors	Not related	Relocation Business	Nil
5	SRINIVAS.M	02/08/1964	GM-Relocation	MBA	7,71,774	31	11/Nov/2014	Kadevi Industries	Not related	Relocation Business	Nil
6	RAJESH CHATUREDI	5/Sep/1971	DGM-TN	MBA	7,13,763	26	18.05.2006	Arc India Ltd	Not Related	Marketing	Nil

7	RAMAN KISHORE	26/08/1975	GM- IT	Graduate	7,59,729	21	1/May/2000	Aptech Comupter Education	Not related	IT	0.04
8	C S RAGHUNANDAN	05/05/1964	CFO	Exe. MBA	7,47,941	29	26/Mar/18	Woxen School Of Business	Not related	Accounts	Nil
9	GIGY IDICULLA	20/04/1970	DGM- Kerala	Graduate	5,55,483	30	28/Oct/2004	Berger Paints	Not related	Relocation Business	Nil
10	POOJA BUNG *(resigned wef 16/07/2019)*	07/09/1988	Company Secretary	B.com, ACS	1,04,516	2.5	22/Jan/2019	Baheti & Gupta Associates	Not related	Company Secretary	Nil
11	T. SHIVARAMA KRISHNA *(appointed wef 20/09/2019*	05/08/1989	Company Secretary	B.com, ACS	2,70,132	0.11	20/Sep/2019	NIL	Not related	Company Secretary	Nil

Note*:* All the aforementioned employees are permanent on the rolls of the Company and contractually employed by 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: 02/09/2020

Annexure VI

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.

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 with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two percent or more of its gross turnover or total income as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

d. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

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;

(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

(v) is a material supplier, service provider or customer or a lessor or lessee of the company.

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: 02/09/2020

Annexure VII

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, experience and 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: 02/09/2020

Annexure VIII

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: 02/09/2020

Independent Auditor's Report

To the Members of DRS Dilip Roadlines Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **DRS Dilip Roadlines Limited** (formerly known as DRS Dilip Roadlines Private Limited) ("the Company"), which comprise the Balance Sheet as at 31st March 2020, and the Statement of Profit and Loss, and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

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 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and 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 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 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 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	**Evaluation of uncertain tax positions** The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes. Refer Notes 28 to the Financial Statements	**Principal Audit Procedures** Obtained details of completed tax assessments and demands from the management. We involved our internal team to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal team also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2018 to evaluate whether any change was required to management's position on these uncertainties.

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 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 financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, 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 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.

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

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

• 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the 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.

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 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 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, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, 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 financial statements (Refer Note No.28 of the 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.

2. As required by the Companies (Auditor's Report) Order, 2016, ('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: 20206421AAAAFB6567

Place: Secunderabad
Date: 29.07.2020

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 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('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 financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the

transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 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 2020, 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: 20206421AAAAFB6567

Place: Secunderabad
Date: 29.07.2020

Annexure "B" to the Independent Auditor's Report

With reference to Paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the Members of the Company, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets 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 physical 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 are held in the name of the Company

(ii) The inventories have been physically verified during the year by the management. The discrepancies noticed on verification between the physical stocks and book records were not material.

(iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, paragraph 3 (iii) (a) to (c) of the Order is not applicable.

(iv) In our opinion and according to the information and explanations given to us, during the year company has not given any loans, made investments, given guarantees or security to parties covered under provisions of section 185 and 186 of the Companies Act, 2013. Hence, paragraph 3(iv) of the order is not applicable.

(v) The Company has not accepted deposits within the meaning of Sections 73 to 76 of the Act and the rules framed there under.

(vi) Maintenance of cost records as prescribed under sub-section (1) of section 148 of the Act is not applicable to the Company.

(vii). a) According to the information and explanations given to us and the records of the Company examined by us, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and services tax cess and any other statutory dues as applicable with the appropriate authorities and there are no outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us there were no dues of income tax or service tax or goods and services tax or cess on account of any dispute to the extent not paid except the following.

Name of the statute	Nature of dues	Period to which the amount relates	Amount (Rs in Lakhs)	Forum where dispute is pending
Finance Act, 1994	Service tax	FY:2009-10 to 2013-14	1507.00	CESTAT, Hyderabad
Income Tax Act 1961	Income Tax	A.Y 2012-13	12.73	ITAT, Hyderabad
Income tax Act, 1961	Income tax	A.Y.2013-14	29.05	ITAT, Hyderabad

(viii) The Company has not defaulted in repayment of loans or borrowing to financial institutions, banks and government and has not issued any debentures.

(ix) The Company has raised Rs. 31,50,00,000/- by way of initial public offer during the previous year. Out of the money raised, an amount of Rs 75,27,664/- was used for general corporate purposes instead of part payment of term loans as per the terms of prospectus of issue as on year ended 31.03.2020. Term loans were applied for the purpose for which they were raised.

(x) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

(xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards. Section 177 of the Act is not applicable to the Company.

(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 (xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Ramanatham & Rao
Chartered Accountants
(Firm's Registration No. 002934S)

Sd/-
K.Sreenivasan
Partner
Membership No: 206421

UDIN: 20206421AAAAFB6567

Place: Secunderabad
Date: 29.07.2020

BALANCE SHEET AS AT 31ST MARCH, 2020

Particulars	Notes	As at 31.03.2020 Amount In Rs.	As at 31.03.2019 Amount In Rs.
EQUITY AND LIABILITIES			
Shareholders' Funds:			
a) Share Capital	2	15,06,24,030	15,06,24,030
b) Reserves and Surplus	3	30,15,92,247	27,86,63,894
Non-Current Liabilities:			
a) Long Term Borrowings	4	8,28,97,038	13,38,81,564
b) Differed Tax Liabilities (net)	5	63,51,412	1,05,09,381
c) Long-Term Provisions	6	93,32,809	80,88,923
Current Liabilities:			
a) Short Term Borrowings	7	8,25,32,743	3,33,23,360
b) Trade Payables			
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	8	3,56,94,564	4,96,56,648
c) Other Current Liabilities	9	22,49,04,728	21,59,46,061
d) Short Term Provisions	10	16,08,060	12,43,886
Total		**89,55,37,631**	**88,19,37,747**
Assets			
Non-Current Assets:			
a) Property, Plant and Equipment	11	48,77,88,818	44,99,46,420
b) Capital Work-in-progress	12	44,53,500	14,08,539
c) Other Long Term Loans and Advances	13	9,93,47,630	17,64,80,881
Current Assets:			
a) Inventories	14	75,30,892	26,67,593
b) Cash and Cash Equivalents	15	79,31,670	81,38,814
c) Short Term Loans and Advances	16	15,08,27,516	11,45,29,643
d) Trade Receivables	17	13,20,01,132	11,35,92,271
e) Other Current Assets	18	56,56,473	1,51,73,586
Total		**89,55,37,631**	**88,19,37,747**

Significant Accounting policies: **1**

The Notes referred to above and the statement on significant accounting policies forms an integral part of the financial statements.

As per our report of even date
For Ramanatham & Rao
Chartered Accountants

Sd/-
K Sreenivasan
Partner
M No: 206421

For and on behalf of the Board

Sd/-
Anjani Kumar Agarwal
Chief Executive Officer and Managing Director
DIN: 00006982

Sd/-
Sugan Chand Sharma
Whloe time Director
DIN: 07064674

Sd/-
C.S.Raghunandan
Chief Financial Officer

Sd/-
T Siva Ramakrishna
Company Secretary

Place: Secunderabad
Date: 29.07.2020

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST March, 2020

Sl. No.	Particulars	Note	For the year ended 31st March, 2020	For the year ended 31st March, 2019
I	Revenue from Operations	19	152,72,85,469	1,50,24,07,456
II	Other Income	20	2,81,32,146	5,88,934
III	**Total Revenue (I+II)**		**1,55,54,17,615**	**1,50,29,96,390**
IV	EXPENSES			
	Operating Expenses	21	1,14,48,53,106	1,15,62,04,387
	Employee Benefits expense	22	7,22,59,043	6,58,73,753
	Finance Costs	23	2,31,31,891	2,62,69,704
	Depreciation	11	5,92,97,896	5,05,88,673
	Other Expenses	24	22,32,72,832	17,25,64,197
	Total Expenses		**1,52,28,14,769**	**1,47,15,00714**
V	Profit before tax (III-IV)		3,26,02,846	3,14,95,676
VI	**Tax Expense:**			
	Current Tax		1,38,32,463	70,42,931
	Earlier year Taxes		-	16,81,885
	Less: MAT Credit		-	24,99,072
	Deferred Tax		(41,57,969)	(10,20,898)
VII	Profit after Tax (V-VI)		**2,29,28,352**	**2,62,90,830**
VIII	Earnings Per share	25		
	Basic		1.52	1.75
	Diluted		1.52	1.75

Significant Accounting policies: 1

The Notes referred to above and the statement on significant accounting policies forms an integral part of the financial statements.

As per our report of even date

For Ramanatham & Rao
Chartered Accountants

Sd/-
K Sreenivasan
Partner
M No: 206421

Place: Secunderabad
Date: 29.07.2020

For and on behalf of the board

Sd/-
Anjani Kumar Agarwal
Chief Executive officer and Managing Director
DIN: 00006982

Sd/-
Sugan chand Sharma
Whole Time Director
DIN: 0706474

Sd/-
C.S.Raghunandan
Chief Financial Officer

Sd/-
T.Siva Ramakrishna
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

Particulars	As at 31.03.2020 Amount In Rs.	As at 31.03.2019 Amount In Rs.
A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before Tax	3,26,02,847	3,14,95,676
Adjustment for :		
Depreciation	5,92,97,896	5,05,88,673
Finance Cost	2,31,31,891	2,62,69,704
Balances Written off / adjusted	43,16,022	-
Loss on Sale of Vehicle	12,756	-
Operating Profit Before Working Capital Changes	**11,93,61,412**	**10,83,54,053**
Changes in Working Capital:		
(Increase)/Decrease in Inventories	(48,63,299)	(8,88,351)
(Increase)/Decrease in Trade and other Receivables	(8,97,42,157)	2,77,20,890
Increase/(Decrease) in Trade Payables	87,13,673	29,99,165
Increase/(Decrease) in Provisions	16,08,060	12,03,052
Increase/(Decrease) in Other Liabilities	89,58,666	(5,10,08,531)
Cash Generated from Operations	**4,40,36,355**	**8,83,80,278**
Less: Taxes Paid	-	-
Net Cash Flow from Operating Activities	**4,40,36,355**	**8,83,80,278**
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Property, Plant and Equipment	(9,72,63,049)	(8,34,91,258)
Advance / (Refund) for purchase of Property, Plant and Equipment	8,08,61,545	(3,85,80,000)
Proceeds from sale of Vehicle	1,10,000	-
Increase in CWIP	(30,44,961)	-
Net Cash Flow/(Used) from(In) Investing Activities	**(1,93,36,465)**	**(12,20,71,258)**
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds / (Repayment) from long term borrowings	(5,09,84,526)	(22,51,57,893)
Proceeds / (Repayment) from short term borrowings	4,92,09,383	(3,30,51,798)
Proceeds from issue of shares	-	31,50,00,000
Finance Cost	(2,31,31,891)	(2,62,69,704)
Net Cash Flow/(Used) from/(In) Financing Activities	**(2,49,07,034)**	**3,05,20,605**
Net Increase / (Decrease) In Cash And Cash Equivalents	**(2,07,144)**	**(31,70,375)**
Cash and Cash Equivalents at the beginning of the year	**81,38,814**	**1,13,09,189**
Cash and Cash Equivalents at the end of the year	**79,31,670**	**81,38,814**

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: 29.07.2020

For and on behalf of the board
Sd/-
Anjani Kumar Agarwal
DIN: 00006982

Sd/-
Sugan chand Sharma
Whole Time Director
DIN: 0706474

Sd/-
C.S.Raghunandan
Chief Financial Officer

Sd/-
T.Siva Ramakrishna
Company Secretary

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 read with Rule 7 of the Companies (Accounts) Rules 2014, 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 service tax and 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 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.

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 effects 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.

Notes to financial statements for the year ended 31.03.2020

Note No: 2 Share Capital

(Amount in Rs)

Particulars	31.03.2020	31.03.2019
Authorized		
1,70,00,000 Equity Shares of Rs.10/- each		
(P.Y 1,70,00,000 Equity Shares of Rs.10/- each)	170,000,000	170,000,000
Issued , Subscribed and Paid-up		
1,50,62,403 Equity Shares of Rs.10/- each	150,624,030	150,624,030
(P.Y 1,50,62,403 Equity Shares of Rs.10/- each)		

2.1 The details of shareholders holding more than 5% equity shares :

Name of the shareholder	31.03.2020		31.03.2019	
	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
Total	**10,862,307**	**72.12**	**10,862,307**	**72.12**

2.2 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.
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**.**

2.3. Reconciliation of shares outstanding at the beginning and at the ending of the year:

Particulars	31.03.2020		31.03.2019	
	No of shares	Amount in Rs.	No of shares	Amount in Rs.
Number of Shares at the beginning of the year	1,50,62,403	15,06,24,030	7,008,000	70,080,000
Add: Shares issued during the year	-	-	8,054,403	80,544,030
Number of Shares at the end of the year	1,05,62,403	15,06,24,030	15,062,403	150,624,030

2.4 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 capitalizing securities premium of the on 01.07.2018.

Note 3: Reserves and Surplus

Particulars	As at 31.03.2020 Amount In Rs.	As at 31.03.2019 Amount In Rs.
a) Securities Premium		
Opening Balance	27,45,35,970	40,080,000
Add: Additions on account of issue of shares	-	273,000,000
	-	38,544,030
Less: Reduction on account of issue of bonus shares		
Closing balance	**27,45,35,970**	**274,535,970**
b) Surplus in Statement of Profit and Loss		
Opening balance	41,27,925	(22,162,906)
Add: Reserves from Amalgamated Company	-	-
Add: Profit for the year	2,29,28,352	26,290,830
	-	-
Less: Loss on Amalgamation		
Closing balance	**2,70,56,277**	**4,127,925**
Total (a+b)	**30,15,92,247**	**278,663,895**

Note 4: Long Term Borrowings

Particulars	As at 31.03.2020 Amount In Rs.	As at 31.03.2019 Amount In Rs.
Secured Loans		
Term Loans - Vehicles		
From Banks	1,28,17,049	25,904,690
From Others	69,47,212	8,350,759
Term Loans - Others	5,89,22,777	76,922,216
Unsecured Loans		
From Related parties	-	-
From Directors	42,10,000	22,703,899
From Relatives of Directors	-	-
Total	**8,28,97,038**	**133,881,564**

4.1: Term Loans Vehicles, from Banks represent loans from ICICI Bank Ltd secured by hypothecation of vehicles.

4.2: Term Loans Vehicle - others represent loans from Sundaram Finanace Limited, Hinduja Finance Limited, TATA Motors Finance Limited and Mahindra & Mahindra Finance Service Limited secured by hypothecation of Vehicles.

4.3: Term Loan from others represent loan from India Infoline Housing Finance Limited secured by hypothecation of properties of relative of directors.

4.4: Maturity profile of Term Loans **(Amount in Rs.)**

Particulars	Current Maturity (2019- 2020)	Next 12 Months (2020-21)	2021-2026
ICICI Bank	1,88,36,028	1,22,45,396	5,71,653
Sundaram Finance Limited	52,37,128	47,77,929	21,69,283
Hinduja Finance Limited	4,76,725	-	-
TATA Motors Finance Limited	36,05,917	-	-
Mahindra & Mahindra Finance Service Limited	51,19,828	-	-
India Infoline Housing Finance Limited	1,82,58,773	1,54,49,731	4,34,73,046
Total	**5,15,34,399**	**3,24,73,056**	**4,62,13,982**

Note 5: Deferred Tax Liabilities(net)

Particulars	As at 31.03.2020 Amount In Rs.	As at 31.03.2019 Amount In Rs.
Deferred tax liabilities		
on account of depreciation	76,57,022	15,998,651
Deferred tax asset		
on account of employee benefits	13,05,610	5,489,270
Deferred tax liability (net)	**63,51,412**	**10,509,381**

Note 6: Long-Term Provisions

Particulars	As at 31.03.2020 Amount In Rs.	As at 31.03.2019 Amount In Rs.
Provision for Employment Benefits		
Gratuity	93,32,809	8,088,923
Total	**93,32,809**	**8,088,923**

Note 7: Short Term Borrowings

Particulars	As at 31.03.2020 Amount In Rs.	As at 31.03.2019 Amount In Rs.
Secured Loans :		
Loans Repayable on demand		
From Banks	7,21,80,757	26,226,322
Debit Balance in Current Account	1,03,51,986	7,097,038
Total	**8,25,32,743**	**33,323,360**

Loan from bank represents Cash Credit facility from ICICI Bank Ltd secured against Book debts. Rate of interest - 9.75% as on 31.03.2020.

Note 8: Trade Payables

Particulars	As at 31.03.2020 Amount In Rs.	As at 31.03.2019 Amount In Rs.
Dues to Micro and Small Enterprises	-	-
Others	3,56,94,564	49,656,648
Total	**3,56,94,564**	**49,656,648**

Note 9: Other Current Liabilities

Particulars	As at 31.03.2020 Amount In Rs.	As at 31.03.2019 Amount In Rs.
Current Maturities of long term debt(Refer Note 4)	5,15,34,399	50,714,302
Rental Deposits	67,42,436	9,563,214
Statutory Liabilities	1,63,20,244	12,901,907
Creditors for Expenses	13,74,89,937	125,247,370
Expenses Payable	77,99,766	9,011,824
Salaries Payable	48,46,353	7,383,654
Interest on EPF Payable	-	-
Advance Received from Customers	1,71,593	1,123,790
Total	**22,49,04,728**	**215,946,061**

Note 10: Short-Term Provisions

Particulars	As at 31.03.2020 Amount In Rs.	As at 31.03.2019 Amount In Rs.
Provision for Employment Benefits		
Gratuity	16,08,060	1,243,886
Total	**16,08,060**	**1,243,886**

Note 11: Property, Plant and Equipment **(Amount in Rs.)**

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK AS AT	
	Gross Block as at 01.04.2019	Additions during the year	Sales / adjustments	Gross Block as at 31.03.2020	Up to 01.04.2019	For the year	On deletion /Adjustment	Up to 31.03.2020	31.03.2020	31.03.2019
Land	8,05,13,161	-	-	8,05,13,161	-	-	-	-	8,05,13,161	8,05,13,161
Buildings	31,67,52,396	8,13,37,545	-	39,80,89,941	4,51,04,699	1,32,77,080	-	5,83,81,778	33,97,08,163	27,16,47,697
Electrical Installations	1,67,815	-	-	1,67,815	83,909	16,782	-	1,00,691	67,125	83,906
Plant and Machinery	67,160	-	-	67,160	22,386	4,477	-	26,863	40,297	44,774
Office Equipment	16,26,810	33,000	-	16,59,810	12,17,124	1,06,170	-	13,23,294	3,36,516	4,09,686
Furniture and fixtures	2,22,651	4,60,000	-	6,82,651	1,17,193	43,142	-	1,60,335	5,22,316	1,05,458
Computers	15,64,283	39,200	-	16,03,483	13,26,564	1,41,496	-	14,68,059	1,35,424	2,37,719
Trucks	45,91,56,795	1,44,72,574	-	47,36,29,369	36,45,16,691	4,53,58,981	-	40,98,75,672	6,37,53,697	9,46,40,104
Two Wheelers	6,54,948	-	-	6,54,948	4,04,420	62,220	-	4,66,640	1,88,308	2,50,528
Cars	32,23,598	7,60,630	6,60,456	33,23,772	12,10,211	2,74,086	(5,37,700)	9,46,597	23,77,175	20,13,387
Air Conditioners	-	1,60,100	-	1,60,100	-	13,463	-	13,463	146,637	-
Grand Total	**86,39,49,617**	**97,263,049**	**6,60,456**	**96,05,52,210**	**41,40,03,496**	**5,92,97,896**	**(5,37,700)**	**47,27,63,392**	**48,77,88,818**	**44,99,46,420**
Previous year	**78,18,66,898**	**8,20,82,719**	**-**	**86,39,49,617**	**36,34,14,524**	**5,05,88,673**	**-**	**41,40,03,197**	**44,99,46,420**	**41,84,52,374**

Note 12: Capital Work-in-progress

Particulars	As at 31.03.2020 Amount In Rs.	As at 31.03.2019 Amount In Rs.
Warehouse Building	44,53,500	1,408,539
Total	**44,53,500**	**1,408,539**

Note 13: Long Term Loans and Advances

Particulars	As at 31.03.2020 Amount In Rs.	As at 31.03.2019 Amount In Rs.
Advance against Capital Asset	9,93,47,630	176,480,881
Total	**9,93,47,630**	**176,480,881**

Note 14: Inventories

Particulars	As at 31.03.2020 Amount In Rs.	As at 31.03.2019 Amount In Rs.
Tyres and Tubes	781,785	732,500
Packing Materials	67,49,107	1,935,093
Total	**75,30,892**	**2,667,593**

Note 15: Cash and Cash Equivalents

Particulars	As at 31.03.2020 Amount In Rs.	As at 31.03.2019 Amount In Rs.
Cash on Hand	51,14,748	1,679,396
Bank balances in current Accounts	28,16,923	6,459,418
Total	**79,31,670**	**8,138,814**

Note 16: Short Term Loans and Advances

Particulars	As at 31.03.2020 Amount In Rs.	As at 31.03.2019 Amount In Rs.
Advances to Employees	4,79,976	528,926
Advance to suppliers	9,39,89,674	46,955,669
Rental / Security Deposits	88,66,721	12,343,021
Service tax / Income Tax paid under protest	1,00,000	15,326,454
TDS Receivable, Advance tax net off provision for tax	4,73,91,145	39,375,573
Total	**15,08,27,516**	**114,529,643**

Note 17: Trade Receivables

Particulars	As at 31.03.2020 Amount In Rs.	As at 31.03.2019 Amount In Rs.
Unsecured Considered Good:		
More than six months from the date they are due for payment	88,31,561	7,599,913
Others	12,31,69,571	105,992,358
Total	**13,20,01,132**	**113,592,271**

Note 18: Other Current Assets

Particulars	As at 31.03.2020 Amount In Rs.	As at 31.03.2019 Amount In Rs.
Prepaid Expenses	35,10,335	6,926,143
MAT Credit Entitlement	21,46,138	8,247,443
Total	**56,56,473**	**15,173,586**

Note 19: Revenue From Operations

Particulars	For the year ended 31.03.2020 Amount in Rs.	For the year ended 31.03.2019 Amount in Rs.
From Transport Services:		
-Household Services	118,91,78,496	1,151,774,684
-Commercial Services	28,25,32,076	299,816,338
From Warehousing Services	5,55,74,897	50,816,434
Total	**152,72,85,469**	**1,502,407,456**

Note 20: Other Income

Particulars	For the year ended 31.03.2020 Amount in Rs.	For the year ended 31.03.2019 Amount in Rs.
Interest from IT & DRS Cargo	34,12,036	588,934
Discount Received on Chits & Other	20,44,353	-
Balances Written Back (Sundry Creditors)	2,26,75,757	-
Total	**2,81,32,146**	**588,934**

Note 21: Operating Expenses

Particulars	For the year ended 31.03.2020 Amount in Rs.	For the year ended 31.03.2019 Amount in Rs.
Vehicle hire charges and Maintenance	97,18,15,304	92,80,69,335
Packing and Packing Material Expenses	16,08,40,726	21,16,67,031
Godown Rent	1,21,97,076	1,64,68,021
Total	**114,48,53,106**	**115,62,04,387**

Note 22: Employee Benefits

Particulars	For the year ended 31.03.2020 Amount in Rs.	For the year ended 31.03.2019 Amount in Rs.
Salaries and Wages to Employees	5,70,79,363	5,27,87,007
Contribution to Provident Fund & Other funds	34,30,279	33,63,704
Other Benefits to Employees	1,17,49,402	9,723,042
Total	**7,22,59,043**	**6,58,73,753**

Note 23: Finance Costs

Particulars	For the year ended 31.03.2020 Amount in Rs.	For the year ended 31.03.2019 Amount in Rs.
Interest on Long Term Borrowings	14,211,991	13,351,701
Interest on Short Term Borrowings	5,444,060	7,151,584
Other Borrowings Costs	3,475,840	5,766,419
Total	**23,131,891**	**26,269,704**

Note 24: Other Expenses

Particulars	For the year ended 31.03.2020 Amount in Rs.	For the year ended 31.03.2019 Amount in Rs.
Office Rent	5,967,487	6,837,869
Communication expenses	4,506,570	4,492,326
Advertisement and publicity	32,064,148	33,066,730
Professional and consultancy charges	2,052,871	1,670,795
Printing and Stationery Expenses	2,715,705	2,863,485
Travelling and Conveyance Expenses	11,784,772	16,060,332
Electricity Expenses	5,289,058	4,606,648
Office and Godown Expenses	13,022,763	13,171,980
Donations	72,108	85,512
Commission, brokergae and Escort Charges	824,628	1,333,168
Warehouse Maintenance	12,970,317	-
Rates , Taxes and insurance	2,342,486	2,079,844
Miscellanoues Expenditures	11,251,635	10,577,513
Claim and Other Expenditures	88,998,362	73,360,371

Auditors' Remuneration (Refer Note 24a)	620,000	847,741
Loss on Sale of car	12,756	-
Balances Written off / adjusted	26,991,779	-
Computer Maintenance	1,785,386	1,509,883
Total	**223,272,832**	**172,564,197**

* Represents depreciation and bonus relating to earlier years

Note 24a: Auditors' Remuneration

Particulars	For the year ended 31.03.2020 Amount in Rs.	For the year ended 31.03.2019 Amount in Rs.
Statutory Audit	4,00,000	400,000
Tax Audit	2,00,000	200,000
Certification Charges	-	200,000
Others	20,000	47,741
Total	**6,20,000**	**847,741**

Note 25: Earnings Per Share

Particulars	For the year ended 31.03.2020 Amount in Rs.	For the year ended 31.03.2019 Amount in Rs.
Profit for the year after tax	2,29,28,352	26,290,830
No. of Equity Shares	1,50,62,403	15,062,403
Earnings per share (Basic and Diluted)	1.50	1.75
Face Value of Share	10	10

Note 26: Segment Reporting **(Amount in Rs.)**

Particulars	31.03.2020			31.03.2019		
	Transport Division	Warehouse Division	Total	Transport Division	Warehouse Division	Total
Revenue						
Service Income	1,471,710,572	55,574,897	1,527,285,469	1,451,591,022	50,816,434	1,502,407,456
Total Revenue	**1,471,710,572**	**55,574,897**	**1,527,285,469**	**1,451,591,022**	**50,816,434**	**1,502,407456**
Segment Result before Interest and Tax	27,887,836	27,846,901	55,734,737	29,606,336	28,159,044	57,765,380
, Interest - Unallocated	-	-	23,131,891	-	-	26,269,704
Taxes - Unallocated	-	-	9,674,494	-	-	5,204,845
Net Profit	**27,887,836**	**27,846,901**	**22,928,352**	**16,653,097**	**41,112,283**	**262,90,831**
Other information						
Segment Assets	420,601,824	474,935,807	895,537,631	487,879,698	394,058,049	881,937,747
Unallocated corporate Assets	-	-	-	-	-	-
Total Assets	**420,601,824**	**474,935,807**	**895,537,631**	**487,879,698**	**394,058,049**	**881,937,747**
Segment Liabilities	422,937,001	6,742,436	429,679,437	443,586,610	90,63,214	452,649,823
Unallocated corporate Liabilities	-	-	-	-	-	-
Total Liabilities	**422,937,001**	**6,742,436**	**429,679,437**	**443,586,610**	**90,63,214**	**452,649,823**

26.1: 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.

26.2: The Company has no geographical segments based on criteria defined in Accounting Standard 17, 'Segment Reporting'.

Note 27 : Foreign exchange Earnings and Expenditure		
		(Amount in Rs.)
Particulars	**31.03.2020**	**31.03.2019**
Foreign Exchange Earnings	NIL	NIL
Foreign Exchange Expenditure	500,690	199,791

Note 28: Contingent Liabilities and Commitments

A. The DGCEI has issued a show cause notice stating that the services to the House Hold Goods falls under the classification of Cargo Handling Services instead of Goods Transport Agency. The amount involved in the above is Rs.15.07 Crores. The Commissioner of Customs, Central Excise & Service Tax, Commissioner ate - IV, and Hyderabad confirmed the order and the Company filed an appeal before CESTAT and the same is pending.

B. For the assessment year 2013-14, the Assessing Officer has disallowed Expenditure for Rs,2,71,05,788/- vide his order dt 28-01-2016. Aggrieved by this, the company has filed order with the CIT(A) for the above amounts At CIT(A), an amount of Rs.1,59,10,268/- was disallowed out the total amount, for which, tax liability including interest comes to Rs,32,38,929/- Vide CIT (A) Order No.0283/2015-16/CIT(A) 5 Dated:29-07-2016 Further, the company has filed an appeal in Tribunal (ITAT). The Company has received Consequential order declaring above liability to the tune of Rs.29,05,900.

C. In the case of DRS Warehousing (South) Private Limited (Transferee) company, For the period 2011 -12 (AY – 2012 -13), the IT appellate tribunal, Hyderabad has issued an order I.T.A.No.1210/HYD/2016 dt.09.05.2017 for an amount of Rs 13,73,710/- regarding taxability of interest earned on fixed deposits during preoperative period stating the grounds for the dismissal of appeal made by the Company. Company has paid an amount of Rs 1,00,000 under protest. The same has been referred to High court Judicature and filed an affidavit.

Commitments:

Estimated amount of Capital commitments: Rs 1,17,71,445/-(P.Y 1,97,91,461)

Note : 29 Employee Benefits			
29.1 Defined Contribution Scheme			(Amount in Rs.)
S.no	Particulars	**31.03.2020**	**31.03.2019**
1	Company's Contribution to Provident Fund	2,495,124	2,246,890

29.2 **Defined Benefit plan**

The Company Accounts Gratuity expenses based on the actuarial valuation done by an independent actuary.

Gratuity

A) Acturial Assumptions

S.no	Particulars	31.03.2020	31.03.2019
1	Discount Rate	7.00%	7.75%
2	Salary Escalation	5%	5%
3	Retirement Age	58	58

B) Components of Employer Expenses

(Amount in Rs.)

S.no	Particulars	31.03.2020	31.03.2019
1	Current service cost	1,402,084	905,234
2	Interest cost	653,297	580,262
3	Employee Contribution	-	-
4	Expected Return on Planned assets	-	-
5	Acturial (Gain) / Losses on Obligation	(447,321)	(842,992)
6	Past Service cost	-	-
7	Settlement / Curtailment (Gain)	-	-
8	Total Expenses	1,608,060	642,504

C)Asset/Liability recognised in the Balance sheet

(Amount in Rs.)

S.no	Particulars	31.03.2020	31.03.2019
1	Present Value of defined benefit obligation as at the end of the year	10,940,869	9,332,809
2	Fair Value of plan asset as at the end of the year	-	-
3	Status (Surplus/ Deficit)	(10,940,869)	(9,332,809)
4	Net Asset / (Liability) Recognised in Balance sheet	(10,940,869)	(9,332,809)

D) Change in Obligation during the year

(Amount in Rs.)

S.no	Particulars	31.03.2020	31.03.2019
1	Present Value of obligations at the beginning of the year	9,332,809	8,129,757
2	Current Service Cost	1,402,084	1,116,313
3	Interest Cost	653,297	630,056
4	Settlement / Curtailment (Gain)	-	-
5	Past Service Cost	-	-
6	Employee Contributions	-	-
7	Actuarial (Gain) / Losses on obligation	(447,321)	(543,317)
8	Benefits paid	-	-
9	Closing Defined Benefit obligation	10,940,869	9,332,809

Note 30: During the FY 2018-19, Company raised an amount of Rs 31,50,00,000 through Initial Public offer(IPO) by way of equity shares. The projected utilisation of funds as per prospectus and actual utilisation of funds till balance sheet date is as under.

Sl.No	Particulars	Projected utilization of funds as per prospectus	Actual utilization of funds till 31.03.2020	Deviation any (if any)
1	Repayment of Unsecured Loans	175,000,000	175,000,000	-
2	Additional Warehouse in Telangana	50,000,000	50,000,000	-
3	Acquiring Additional Branch for business*	15,000,000	15,000,000	-
4	Part payment of term loans	30,000,000	22,472,336	7,527,664
5	Part Repayment of Cash credit Facilities	30,000,000	30,000,000	-
6	General Corporate Purposes	9,000,000	16,527,664	(7,527,664)
7	Issue Related Expenses	6,000,000	6,000,000	-
Total		**315,000,000**	**315,000,000**	**-**

*Out of the above an amount of Rs 70,00,000 was paid out of internal accruals and subsequently recovered out of IPO proceeds.

Note 31: Related Party Disclosures as per AS 18, read with Companies Act, 2013

i) Key Managerial Personnel (KMP):

a) Mr. Dayanand Agarwal, Chairman and Managing Director, Upto 01.10.2019
b) Mr. Sugan Chand Sharma, Whole Time Director
c) Mr. Anjani Kumar Agarwal, Chief Executive Officer Upto 30.09.2019
d) Mr. Anjani Kumar Agarwal, CEO and Managing Director from 01.10.2019
e) Mamidi Suneel Bhudev, Director upto 29.02.2020
f) Mr. Ajai Kumar Agarwal, Director
g) Mrs. Shamantha Dodla, Director
h) Mrs. Pooja Bang, Company Secretary Upto 16.07.2019
i) Mr. Siva Rama Krishna,Company Secretaty from 20.09.2019
j) Mr.Sethumadhavarao Chikkaballapur Raghunandan, Chief Financial Officer

ii) Enterprises in which key managerial personnel and/or their relatives have control:

A. DRS Cargo Movers Private limited (Formerly Known as - 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: **(Amount in Rs.)**

Nature of Transaction	Key Managerial personnel	Relatives of KMP	Enterprises Controlled by KMP /Relatives of KMP	Total
Value of Bonus Shares Issued	-	-	-	-
	(31,454,290)	(7,089,680)	-	(38,543,970)
Remuneration	4,039,038	-	-	4,039,038
	(3,434,266)	-	-	(3,434,266)
Services Rendered	817,052	-	12,798,844	13,615,896
	-	-	2,106,642	2,106,642
Advertisement Expenses	-	-	**10,815,475**	10,815,475
	-	-	(20,788,444)	(20,788,444)
Advances/ Loans taken	-	-	(140,966,537)	(140,966,537)
	(45,364,639)	(16,703,061)	(11,565,669)	(73,633,369)
Advances/ Loans Given	-	-	189,983,242	189,983,242
	-		(204,780,476)	(204,780,476)
Advances Received back	-	-	**81,337,545**	81,337,545
	-	-	(136,392,032)	(136,392,032)
Loans Repaid	18,493,899	-	-	18,493,899

	(138,938,546)	(75,251,706)	(94,226,000)	(308,416,252)
Advances Outstanding	-	-	189,609,010	189,609,010
	-	-	(223,436,550)	(223,436,550)
Outstanding loan	4,210,000	-	-	4,210,000
	(22,703,899)	-	-	(22,703,899)

Figures in ( ) represent previous year figures

As per our report of even date
For M. Ramanatham & Rao
Chartered Accountants

Sd/-
K Sreenivasan

Partner
M No: 206421

Place: Secunderabad
Date: 29.07.2020

For and on behalf of the Board

Sd/-
Anjani Kumar Agarwal
Chief Executive Officer and Managing Director
DIN: 00006982

Sd/-
Sugan Chand Sharna
Whole time director
DIN: 07064674

Sd/-
C.S.Raghunandan
Chief Financial Officer

Sd/-
T Siva Ramakrishna
Company Secretary

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

ATTENDANCE SLIP FOR 11TH ANNUAL GENERAL MEETING

(to be surrendered at the venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of DRS Dilip Roadlines Limited.

I hereby record my presence at the 11th Annual General Meeting of the shareholders of DRS Dilip Roadlines Limited on Wednesday the 30th Day of September, 2020 at 03.00 P.M. at 2nd Floor, Kabra Complex, 61, M G Road, Secunderabad TG 500003

Reg. Folio No. / Client ID	
DP ID	
No. of Shares	

Name & Address of Member

_____

Signature of Shareholder/Proxy/Representative
(Please Specify)

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 (on a poll) for me / us and on my / our behalf at the 11th Annual General Meeting of the Company, to be held on Wednesday, the 30th day of September, 2020 at 03.00 P.M. at 2nd Floor, Kabra Complex, 61,M G Road, Secunderabad, TG 500003, and at any adjournment thereof in respect of such resolutions as are indicated below:

Items of Business	For	Against
ORDINARY BUSINESS		
1. Adoption of Financial Statement for the FY ended 31st March, 2020.		
2. Appointment of Director in place of Mr. Sugan Chand Sharma (DIN: 07064674) who retires by rotation and being eligible offers himself for re-appointment.		
SPECIAL BUSINESS		
3. Appointment of Mr. Anjani Kumar Agarwal (DIN: 00006982), to the office of Director		
4. Appointment of Mr. Anjani Kumar Agarwal (DIN: 00006982), to the office of Managing Director		
5. Appointment of Ms. Jonnada Vaghira Kumari (DIN: 06962857), to the office of Independent Director		

Signed this ……. day of …… 2020.

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.


Bowenpalli
Bazar
Ferozeguda
Sikh Village
Tarbund
P & T Colony
Mahendra Hills
Vasavi Nagar
Kharkana
Radhika Colony
Sairam Colony
West Marredpalli
Begumpet
Patigadda
Ramgopal
Pet
Ameerpet
Addagutta
Secunderabad
(సికింద్రాబాద్)
New Mirjalaguda
Subash Nagar
Shanti Nagar
Tarnaka
Nacharam
Moulali
P&T Colony
Neredmet
Safilguda
Anand Bagh
Adda Gutta
NMDC Colony
Sivapuri Colony
Old Malkajgiri
Gautham Nagar
Krishnan Nag
Bhavani Naga
Sanjeevaiah Park
Khairatabad
Raj Nagar
Kavadiguda
Buddha Stat
Hussain Sag
Lake
Ram Nagar Colony
Hill Fort
Chintal Basti
Lakdikapul
Bazar Ghat
Abids
Ram Koti
Basheerbagh
Lingampalli
Nallakunta
Nagar
Ramanthapur
Uppal
Uppal Industria
Area
Inner Ring Road
Hema Naga
Kabra Complex
Kabra Complex
No 2-2-132/ 139
Opp. Gandhi Market, N H 7, M G Road
Secunderabad
500003
Category : Commercial Complex

If undelivered please return to

DRS DILIP ROADLINES LIMITED
306, 3rd Floor, Kabra Complex, 61, M G Road,
Secunderabad, Telangana, 500003