

Date: 23.05.2022

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

Dear Sir,

Sub: Outcome of Board Meeting

Ref: Scrip Code: DRSDILIP

We hereby inform that based on the recommendations of the Audit Committee and Committee of Independent Directors, the Board of Directors of the Company at its meeting held today, i.e. Monday, 23rd May, 2022 has inter-alia, considered and approved the amendments to the Scheme of Arrangement between DRS Dilip Roadlines Limited and DRS. Cargo Movers Private Limited and their respective shareholders and creditors whereby:

Warehouse Division of the Company ("Demerged Undertaking") will be demerged into DRS. Cargo Movers Private Limited, the wholly owned Subsidiary (the "Resulting Company "); on a going concern basis with effect from the Appointed Date i.e. April 1, 2022.

The said Scheme would be subject to requisite approvals of shareholders and creditors, regulatory and statutory authorities and ultimately of the National Company Law Tribunal.

The information pursuant to Regulation 30 of the SEBI LODR Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 which has already been provided remains unchanged. However, the said copy is enclosed herewith as Annexure I.




DRS
Dilip RoadLines
Limited



Regd Off: 306, 3rd Floor, Kabra Complex, 61 MG. Road, Secunderabad - 500003. T.S. India.
Corporate Off: 220 to 224, 2nd Floor, Kabra Complex, 61 MG. Road, Secunderabad - 500003.
Ph: +91-40-27711276 / 27711504. Website: www.drssindia.in. E-mail: info@drssindia.in, investors@drssindia.in
CIN: L60231TG2009PLC064326

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The meeting of Board of Directors commenced at 5:30 P.M. and concluded at 9:30 P.M

This is for your information and records.

Thanking you,

Yours faithfully
For DRS DILIP ROADLINES LIMITED


Anjani Kumar Agarwal
CEO & Managing Director
DIN: 00006982

Annexure I

Disclosure of information pursuant to Regulation 30 of SEBI LODR Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015

| Sl. No | Particulars | Details |
|--------|--|---|
| a) | Brief details of the division to be demerged | <p>Presently DRS DILIP ROADLINES LIMITED, (the Company) has the following business divisions:</p> <ol style="list-style-type: none">1. Transport2. Warehouse <p>The Company would demerge its Warehouse Division into DRS. Cargo Movers Private Limited.</p> <p>The company would continue to run and operate Transport business.</p> |
| b) | Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year/ based on financials of the last financial year | <p><u>Based on Audited Financials for the FY 2020-21</u></p> <p>Turnover of Warehousing Division (the demerged undertaking) : Rs.4,45,27,115 (i.e.,3.04% of total turnover of the Listed entity)</p> |
| c) | Rationale for demerger | <p>i. The Demerged Company, presently, has two Divisions / undertakings viz. Transport Division and the Warehouse Division. Each of the businesses of the Demerged Company operates in different business environment and is subject to different profitability, growth opportunities, future prospects</p> |



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| | | <p>and risks.</p> <p>ii. The nature of risk and competition involved in each of these businesses are distinct and consequently nature of considerations, factors and commercial parameters applicable to the business of Transportation of Goods being different and divergent in nature in comparison to that of Warehousing services business. With an endeavor to enhance shareholders value and insulate both the businesses from the risks of each other, it is proposed to reorganize and segregate, by way of Demerger of Warehouse Division.</p> <p>iii. The Demerger of Warehouse Division from the Demerged Company to the Resulting Company will facilitate the Demerged Company to focus on its remaining prime business and transfer of the Warehouse Division by way of Demerger to the Resulting Company will enable the Resulting Company to focus on ventures with greater profitability, and results in</p> |
|--|--|---|



simplification of the Company's structure and cost efficiency of respective companies and greater revenue inflow would be to the benefit of all the stakeholders of both the Demerged and the Resulting Company.

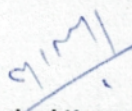
iv. It is therefore, proposed that the Warehouse Division of the Demerged Company be segregated and demerged, pursuant to a Scheme of Arrangement and be transferred to the Resulting Company for achieving independent focus.

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



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| | | the Companies Act, 2013. |
| d) | Brief details of change in shareholding pattern (if any) | No change in shareholding pattern of DRS Dilip Roadlines Limited. By virtue of demerger of the demerged undertaking, the Resulting Company will issue and allot shares to all the shareholders of the Demerged Company in the same proportion as to their holding in the Demerged Company. |
| e) | In case of cash consideration amount or otherwise share exchange ratio | 1 : 2 (The Resulting Company will issue / allot 1 share of Rs.10 each for every 2 shares held by the shareholders in the Demerged Company) |
| f) | Whether listing would be sought for resulting entity | Yes |

For DRS DILIP ROADLINES LIMITED


Anjani Kumar Agarwal
CEO & Managing Director
DIN: 00006982

