



# ROADWAYS INDIA LIMITED

Registered & Corporate Office : 11/5B, First Floor, Pusa Road, New Delhi – 110 005

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E-mail : corporate@roadwaysindia.com, Website : www.roadwaysindia.com

CIN : L63090DL1987PLC319212

14<sup>th</sup> January, 2019

THROUGH COURIER/E-MAIL

Scrip Symbol: Roadways <b>Metropolitan Stock Exchange of India Limited</b> Vibgyor Tower, 04th Floor, Plot No C62, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400098	Scrip Code : 28160 <b>The Calcutta Stock Exchange Limited</b> 7, Lyons Range Kolkata-700001
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**Sub: Submission of Corporate Governance Compliance Report for the 3<sup>rd</sup> Quarter ended 31<sup>st</sup> December, 2018**

Dear Sir / Madam,

Please find enclosed herewith Compliance Report on Corporate Governance for the 3<sup>rd</sup> quarter ended 31<sup>st</sup> December, 2018, prepared pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Hope you shall find the same in order.

Thanking you.

Yours faithfully,

For Roadways India Limited

  
Himani Gusain

Company Secretary & Compliance Officer

Encl: a/a



**Report on Corporate Governance (Under Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

1. Name of Listed Entity : Roadways India Limited
2. Quarter ending : 31<sup>st</sup> December, 2018

I. Composition of Board of Directors								
Title	Name of the Director (Mr./r./Ms)	PAN <sup>s</sup> & DIN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Amit Goyal	AKAPG8969Q 02614232	Chairperson- /Executive	05/09/2014	-	1	1	0
Mr.	Vinod Kumar Gupta	AAGPK9144F 01667923	Independent Director	28/05/2016	5	1	1	1
Mr.	Subhash Goyal	AAEPG7400Q 00969769	Independent Director	25/09/2017	5	1	2	0
Mrs.	Anita Goyal	ADVPG8550D 00271295	Non-Executive Director	30/03/2015	-	1	2	1

SPAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

**II. Composition of Committees**



Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)§
1. Audit Committee	Mr. Vinod Kumar Gupta (Chairman) Mr. Subhash Goyal Mrs. Anita Goyal	Independent Independent Non-Executive
2. Nomination & Remuneration Committee	Mr. Vinod Kumar Gupta (Chairman) Mr. Subhash Goyal Mrs. Anita Goyal	Independent Independent Non-Executive
3. Risk Management Committee (if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee	Mrs. Anita Goyal (Chairman) Mr. Subhash Goyal Mr. Amit Goyal	Non-Executive Independent Executive
§Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen		
<b>III. Meeting of Board of Directors</b>		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
04/07/2018 14/08/2018 23/08/2018	14/11/2018	82 Days
<b>IV. Meeting of Committees</b>		
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter
14/11/2018	YES	14/08/2018
Maximum gap between any two consecutive meetings in number of days*		
91 Days		

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA



Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee

Yes

**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "NA" may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

For Roadways India Limited



Himani Gusain  
Company Secretary & Compliance Officer

Date: 14.01.2019

Place : New Delhi