



# ROADWAYS INDIA LIMITED

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 CIN : L63090WB1987PLC041805

## Report on Corporate Governance(Under Clause 49(VI) of the Listing Agreement)

1. Name of Listed Entity : Roadways India Limited
2. Quarter ending : 30<sup>th</sup> June , 2016

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PANs & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>&amp;</sup>	Date of Appointment in the current term /cessation	Tenure*	No of Directors listed in listed entities including this listed entity (Refer Regulation 25(1) of Listing	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed
Mr.	Amit Goyal	AKAPG8969Q02614232	Chairperson-Executive	05/09/2014		1	1	1
Mr.	Vinod Kumar	AAGPK9144F01667923	Independent Director	28/05/2016	5	1	1	1
Mr.	Subhash Goyal	AAEPG7400Q01535884	Independent Director	28/05/2016	5	1	2	2
Mrs.	Anita Goel	ADVPG8550D00265706	Non-Executive Director	30/03/2015	-	1	2	2
<sup>&amp;</sup> PAN number of any director would not be displayed on the website of Stock Exchange <sup>&amp;</sup> 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) <sup>&amp;</sup>			
1. Audit Committee			1. Mr. Vinod Kumar 2. Mr. Subhash Goyal 3. Mrs. Anita Goel		Chairperson/ Independent Director Independent Director Non- Executive			

2. Nomination & Remuneration Committee	1. Mr. Vinod Kumar 2. Mr. Subhash Goyal 3. Mrs. Anita Goel	Chairperson/ Independent Director Independent Director Non- Executive
3. Risk Management Committee(if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee'	1. Mrs. Anita Goel 2. Mr. Subhash Goyal 3. Mr. Amit Goyal	Chairperson/Non- Executive Independent Director Executive Director

<sup>&</sup>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

### III. Meeting of Board of Directors

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)
01/01/2016	25/04/2016	17
12/02/2016	02/05/2016	32
16/03/2016	21/05/2016	38
	30/05/2016	6
	02/06/2016	18
	28/06/2016	8
		2
		25

### IV. Meeting of Committees

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	Maximum gap between any two consecutive meetings in number of days*
30/05/2016	YES	12/02/2016	107

\* 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) <sup>refer note below</sup>
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/N.A.. 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 "N.A." 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 has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

  
  
AMIT GOYAL  
MANAGING DIRECTOR

Date : 11.07.2016  
Place : NEW DELHI

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.