



ROADWAYS INDIA LIMITED

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

Tel. : 011 - 47192065, 66, 67, 69 Fax : 011-25815456

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

CIN : L63090DL1987PLC319212

04th September, 2018

THROUGH COURIER/E-MAIL

Scrip Code : Roadways Metropolitan Stock Exchange of India Limited Vibgyor Tower, 04th Floor, Plot No C62, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400098	Scrip Code No.: 28160 The Calcutta Stock Exchange 7, Lyons Range Kolkata-700001
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Sub: Notice of 31st Annual General Meeting

Dear Sir,

This is to inform you that the 31st Annual General Meeting ("AGM") of the Members of Roadways India Limited ("the Company") is scheduled to be held on Friday, 28th September, 2018 at 11:30 am at 11/5B, 1st Floor, Pusa Road, New Delhi-110005, India.

In connection with the same, please find attached the Notice to the 31st Annual General Meeting of the Company and further, in compliance with the provisions of the Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Members have been provided with e-voting facility and the cut off date in this regard has been fixed as 21st September, 2018.

Hope you shall find the above in order & request you to take it on your records.

Thanking you,

Yours faithfully,

For Roadways India Limited

Himani Gusain

Company Secretary & Compliance Officer



ROADWAYS INDIA LIMITED

Regd. Office : 11/5b, First Floor, Pusa Road, New Delhi-110005
CIN: L63090DL1987PLC319212, Telephone No.:- 011-47192065
Mail Id : corporate@roadwaysindia.com

NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting of the Company will be held on Friday, the 28th day of September, 2018 at 11:30 A.M. at 11/5B, 1st Floor, Pusa Road, New Delhi-110005, India to transact the following businesses:-

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss for the year ended 31st March, 2018 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Anita Goyal (DIN: 00265706), who retires by rotation and being eligible offer herself for re-appointment.

“RESOLVED THAT pursuant to the provisions of Section 152(6) and 152(7) of the Companies Act, 2013, Mrs. Anita Goyal (DIN: 00265706) who retires by rotation, and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a director of the Company.”

By the order of the Board
For **Roadways India Limited**

Place: Delhi
Date: 23rd August, 2018

Amit Goyal
Managing Director
DIN: 02614232

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY THE PROXY FORM SHOULD BE LODGED WITH COMPANY AT ITS REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING.
2. The Instrument of Proxy in Form MGT 11 (Proxy Form) prescribed under companies (Management and Administration) Rules 2014 pursuant to section 105(6) of the Companies Act, 2013 is given separately.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A Proxy appointed by a member holding more than 10 percent of the total share capital of the Company carrying voting rights shall not act as proxy for any other member.
4. Corporate member intending to send their authorized representative to attend the meeting are requested to send the certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. The Share Transfer Books and Register of Members of the Company shall remain closed from 24th September, 2018 to 28th September, 2018 (both days inclusive).
6. Members are requested to notify to the Company Immediately any change in their address, if any along with the PIN CODE.
7. As per SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20-04-2018, there is a requirement to submit Permanent Account Number (PAN), Aadhar Number, Email Id, Mobile Number and Bank Details by every Shareholder. The format for the same is attached.
8. Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Annual Report of the Company are required vide circular No. 17/2011 dated April 21, 2011 and Circular No. 18/2011 dated April 29, 2011 issued by the Ministry of Corporate affairs and to avail the e-voting facility in respect of the resolutions, which would be passed at the General Meeting of the Company. To support Green Initiative, the Members holding physical shares are requested to approach/ write to the Company/ RTA to record their e-mail address and kindly convert your physical shares into Dematerialization as per the SEBI Circular No. SEBI/CIR/ISD/1/2010 Dated 2nd September, 2010 read with Circular No. SEBI/CIR/ISD/2/2010 Dated 26th October, 2010 and SEBI Circular No. SEBI/CIR/ISD/1/2012 Dated 30th March, 2012.
9. Details required under Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") in respect of the Director seeking appointment/re-appointment at the Annual General Meeting is provided in the AGM notice.
10. For any specific query on the accounts of the Company please write to the Company at least 7 days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
11. In compliance with the provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administrative) Rules, 2014, the Company is pleased to provide the members facility to exercise their right to vote at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-Voting") will be provided by Central Depository Services Limited (CDSL). The detailed procedure to be followed in this regard has been given in Annexure-A to the notice. The Members are requested to go through them carefully.
12. Notice of the Annual General Meeting, Audited Financial Statements for 2017-18 together with Directors Report and Auditor Report are available on the website of the Company i.e. www.roadwaysindia.com.
13. Pursuant to the prohibition imposed vide Secretarial Standard on General Meeting SS-2 issued by the ICSI and the draft MCA circular, no gifts/coupons shall be distributed at the Meeting.
14. Copies of documents related to the proposed resolutions are available for inspection during business hours on all working days upto the date of ensuing Annual General Meeting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday 24th September 2018 at 09.00 A.M. and ends on Thursday 27th September, 2018 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and 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) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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 to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant Roadways India Limited which on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & entering the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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 Corporates.
 - 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 linked in the login 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.
- (xx) In case you have any queries or issues regarding 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.

Details of Director Seeking Appointment at the Annual General Meeting:-

Particulars	Mrs. Anita Goyal
Date of Birth	01 st June, 1965
Date of Appointment	30 th March, 2015
Qualification	Graduate
Expertise in specific functional areas	18 Years Experience in logistics Business
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Nil
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil
Shareholding in the Company	10.20%

ROADWAYS INDIA LIMITED

CIN: L63090DL1987PLC319212

Regd. Off: 11/5b, First Floor, Pusa Road, New Delhi-110005

Email Id: corporate@roadwaysindia.com, Website: www.roadwaysindia.com

Tel: 011-47192065

ATTENDANCE SLIP

DP ID No. _____

Client ID No. _____

Folio No. _____

No. of Shares held _____

I/We hereby record my/our presence at the 31st Annual General Meeting of the Company to be held at 11/5b, First Floor, Pusa Road, New Delhi-110005, India on Friday, the 28th Day of September 2018 at 11:30 A.M. or at any adjournment thereof.

Name of Shareholder (In Block Letters) _____

Father's/ Husband's Name of the Shareholder _____

Name of Proxy _____

(To be filled only when shareholder is appointing Proxy)

(Signature of the Shareholder/Proxy)

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Form MGT-11
Proxy Form
(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management & Administration) Rules, 2014)

Name of the member(s):	Folio No./ DP Id-Client Id.:
Registered Address:	Email id.:

I/We, being the member(s) of _____ shares of above named Company, hereby appoint:

1.

Name:	Email id.:
Address:	Signature:

Or failing him/her

2.

Name:	Email id.:
Address:	Signature:

Or failing him/her

3.

Name:	Email id.:
Address:	Signature:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company will be held on Friday, 28th day of September, 2018 at 11:30 A.M. at 11/5b, First Floor, Pusa Road, New Delhi-110005, India, India and any adjournment thereof in respect of such resolutions as are indicated below:

Item No	Description	For*	Against
1.	Adoption of the Audited Standalone Financial Statements for Financial Year ended 31.03.2018, reports of Board of Directors and Auditors thereon.		
2.	Re-appointment of Mrs. Anita Goyal (DIN: 00265706) as director, who retires by rotation		

Signed this _____ day of ____ 2018

Signature of Shareholder(s) _____

Signature of Proxy Holder(s) _____

Affix INR 1 Revenue Stamp

Notes:

- Please put a cross (x) in the box in the appropriate column against the respective resolutions. If you leave the 'For' and 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A proxy need not be a member of the Company. Pursuant to section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 members and holding in aggregate not more than 10% of the total share capital of the Company. Members holding more than 10% of total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member.

- This form of proxy, to be effective should be deposited at the registered office of the Company as per details given herein above, not later than 48 hours before the commencement of the aforesaid meeting.

SHAREHOLDERS ARE REQUESTED TO SUBMIT THIS FORM TO THE COMPANY/ RTA

To, (Name of the Depository Participant)

Updation of Shareholder Information

I / We request you to record the following information against my /our Folio No. /DP ID /Client ID :General Information:

Folio No. /DP ID /Client ID :	
Name of the first named Shareholder:	
PAN: *	
Aadhar No.	
CIN / Registration No.: * (applicable to Corporate Shareholders)	
Tel No. with STD Code:	
Mobile No.:	
Email Id:	

*Self-attested copy of the document(s) enclosed Bank Details:

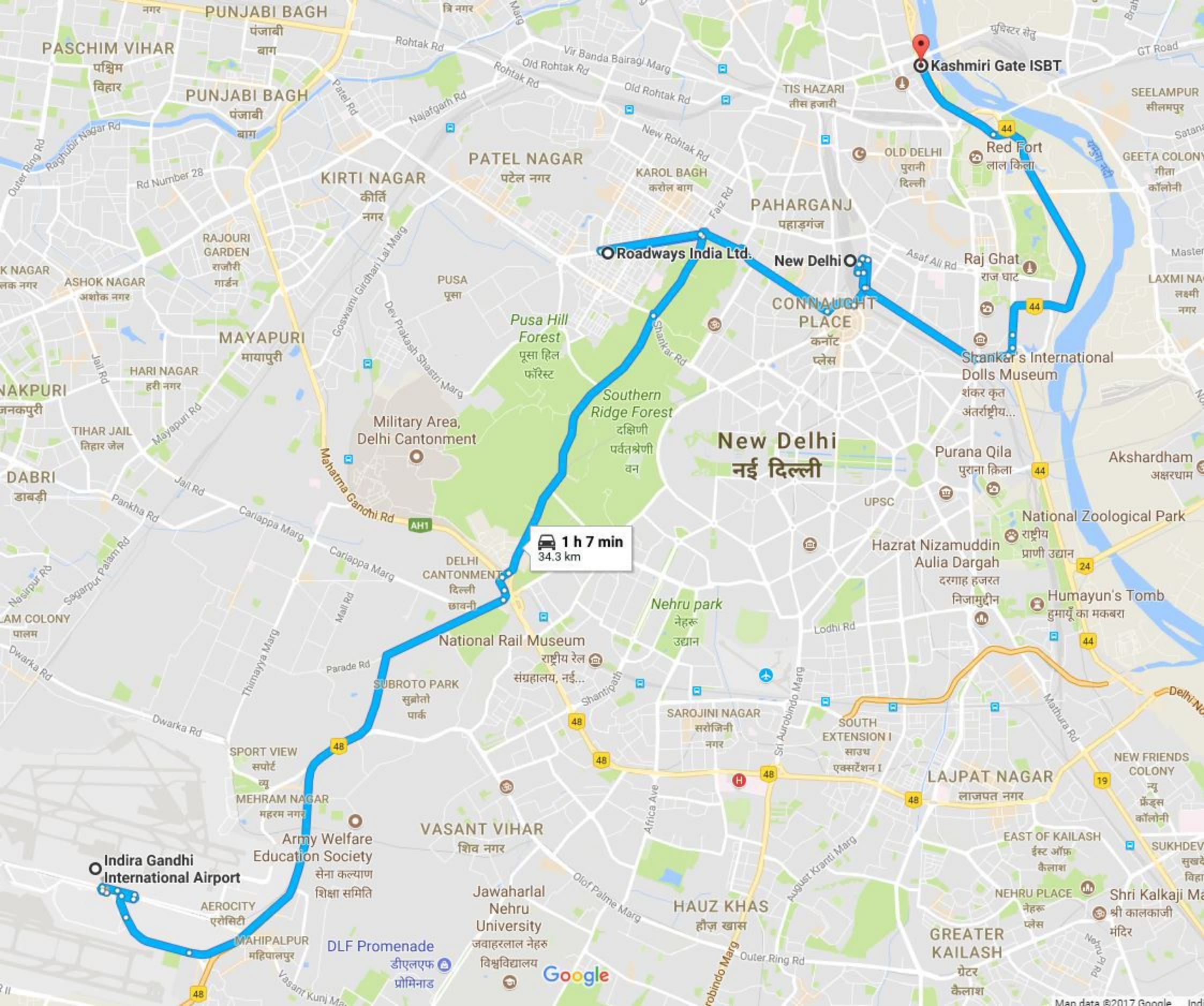
IFSC: (11 digit)	
MICR: (9 digit)	
Bank A/c Type:	
Bank A/c No.: *	
Name of the Bank:	
Bank Branch Address:	

* A blank cancelled cheque is enclosed to enable verification of bank details

I /We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I /we would not hold the Company /RTA responsible. I/ We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I /We understand that the above details shall be maintained till I /we hold the securities under the above mentioned Folio No. /beneficiary account.

Place :
Date :

Signature of Sole /First holder



Kashmiri Gate ISBT

Roadways India Ltd.

New Delhi

**New Delhi
नई दिल्ली**

1 h 7 min
34.3 km

**Indira Gandhi
International Airport**

Google

Map data ©2017 Google