

ROADWAYS INDIA LIMITED

Regd. Off: Business Point, III Floor,
17, Ganesh Chandra Avenue, Room No. 302, Kolkata - 700 013.
CIN NO:- L63090WB1987PLC041805

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the members of Roadways India Limited, will be held at the Registered Office of the Company located at "Business Point", IIIrd Floor, 17, Ganesh Chandra Avenue, Room No. 302, Kolkata – 700 013 on Monday, the 28th September, 2015 at 10.00 A.M. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet, Profit & Loss A/c for the year ended 31st March, 2015 and the Balance Sheet as on that date together with the Reports of the Directors and the Auditors thereon.
2. To appoint Mr. Vinod Kumar (DIN NO:- 01667923) as Director, who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT pursuant the provisions of Section 152(6) and 152(7) of the Companies Act, 2013, Mr. Vinod Kumar, (DIN NO:- 01667923) who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company.”

3. RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS & FIXING THEIR REMUNERATION

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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and as recommended by Audit Committee and the board of directors of the Company, the Company be and is hereby ratify the re-appointment of M/s AWATAR JOSHI & CO, Chartered Accountants (Firm registration No. 315169E) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Next Annual General Meeting of the Company at such remuneration as may be mutually agreed upon between the Auditors and the Board of Directors of the Company.”

Special Business:

4. TO APPOINT MRS. ANITA GOEL (DIN: 00265706) AS DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mrs. Anita Goel (DIN: 00265706), who was appointed vide Board meeting dated 30th March, 2015 as an additional director by the Board under Section 161 of the Companies Act, 2013 in accordance with the Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

By order of the Board of Directors

ROADWAYS INDIA LTD.

Place: Kolkata
Dated: 3rd September, 2015

Sd/-
Amit Goyal
(Managing Director)
DIN.: 02614232
Address: 14/4, East Punjabi Bagh,
New Delhi, 110026

e-mail: accounts@roadwaysindia.com

website: www.roadwaysindia.com

Ph. No:011-32659995

NOTES:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
2. 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 the proxy need not be a member of the company. The proxy form in order to be effective must be deposited with the company not less than 48 hours before the time fixed for commencement of the meeting.
3. Pursuant to provision of section 91 of the Act the Register of Members and Share Transfer Books of the Company will be closed from 22nd September, 2015 to 28th September, 2015 (both days inclusive).
4. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for year ended 31st March, 2015 will also be available on the Company's website www.roadwaysindia.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: "accounts@roadwaysindia.com". The Company has a dedicated e-mail address "accounts@roadwaysindia.com" for shareholders to mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest.
5. Electronic copy of the Notice of the aforesaid Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the aforesaid Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
6. Voting Rights: Shareholders holding Equity Shares shall have one vote per share as shown against their holding and shareholders.
7. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting
8. Members can inspect the register of director and key managerial personnel and their shareholding, required to be maintained under section 170 of the Companies Act 2013 during the course of the meeting at the venue.

9. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the Annual General Meeting.
10. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
11. Members are requested to notify immediately any change in their address, if any, to the Registrar and Transfer Agents of the Company, quoting their folio number.
12. Members who have multiple accounts in identical names or joint accounts in the same order are requested to send all the share certificate(s) to the Registrar and Transfer Agents for consolidation of all such shareholdings into one account to facilitate better service.
13. Shareholders seeking any information with regard to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.

In compliance with the provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereof and Clause 35B of the Listing Agreement, the Company is providing its members with the facility for voting by electronic means and the business may be transacted through such voting. The Company also will be providing voting facility through polling paper at the Meeting and the members attending the Meeting who have not already cast their vote by remote e-voting may be able to exercise their voting right at the Meeting. 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. Please refer to the instructions relating to voting through electronic means which are sent along with the Annual Report

14. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, additional information relating to the Director who retires by rotation and recommended for re-appointment at the Meeting is as follows:

Re-appointment of Mr. Vinod Kumar (Item No. 2) has been on the Board of Directors of the Company from March 31, 2005 as Director. Mr. Vinod Kumar aged 55 years had Matriculation passed. He has over 25 years of experience in the shoes Industry. Mr. Vinod Kumar does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He is not related in any way to any other Director or Key Managerial Personnel ("KMP") of the Company. He is member of the Audit Committee and Nomination and Remuneration Committee of the Company. The number of Board/Committee meetings attended by Mr. Vinod Kumar during the financial year is disclosed in the Corporate Governance Report annexed to the Directors' Report. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Calcutta Stock Exchange Limited.

Explanatory Statement

[Pursuant to Section 102(1) of the Act, the following Explanatory Statement sets out material facts relating to the business under Item Nos. 4, of the accompanying Notice dated September 3rd September, 2015 convening the 28th Annual General Meeting of the Company scheduled for September 28, 2015.]

Item No. 4

Mrs. Anita Goel (DIN: 00265706) was appointed vide circular resolution dated 30th March, 2015 as an additional director pursuant to section 161 of the Companies Act, 2013. She will hold office as a Director only till the date of this Annual General Meeting. The Company has received a notice as prescribed under Section 160 of the Companies Act, 2013 from a member signifying her intention to propose Mrs. Anita Goel as Director of the Company liable to retire by rotation. The Company has received from Mrs. Anita Goel (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Board of Directors recommends the passing of the resolution.

Except Mrs. Anita Goel, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

By order of the Board of Directors
ROADWAYS INDIA LTD.

Place: Kolkata
Dated: 3rd September, 2015

Sd/-
Amit Goyal
(Managing Director)
DIN.: 02614232
Address: 14/4, East Punjabi Bagh,
New Delhi, 110026

e-mail: accounts@roadwaysindia.com

website: www.roadwaysindia.com

Ph. No:011-32659995

Instructions for members for voting electronically are as under:-

(A) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” tab to cast your votes.
- (iii) Now, select the Electronic Voting Sequence Number - “EVSN” along with “ROADWAYS INDIA LIMITED” from the drop down menu and click on “SUBMIT”
- (iv) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- (v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
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.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <ABCDE1234F> in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the value <No. of shares held by you as on 01th September 2015 in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.

- (vii) Members holding shares in physical form will then reach directly the EVSN 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- (viii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (ix) Click on the relevant EVSN on which you choose to vote.
- (x) 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.
- (xi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot password & enter the details as promoted by the system.
- (xvi) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board resolution and Power of Attorney (POA) which they have missed in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(B) In case of members receiving the physical copy of Notice of Annual General Meeting [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

Please follow all steps from sl. no. (i) to sl. no. (xvi) above, to cast vote.

- (C)** The e-voting period begins on 25.09.2015 at 10:00 AM and ends on 27.09.2015 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a

resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- (D)** 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.
- A.** Mr. Pradeep Debnath of M/s Pradeep Debnath & Company, Company Secretaries in Practice, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- B.** The notice is being dispatched/emailed to all the members whose names appear on the register of members/list of beneficial owners as received from the National Securities Depository Ltd. (NSDL)/Central Depository Services (India) Ltd. (CDSL) on 03rd September 2015 and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders as on the same date.
- C.** The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- D.** The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.roadwaysindia.com in and on the website of CDSL www.evotingindia.com within two days of the passing of the resolutions at the Annual General Meeting of the Company on September 30, 2015 and communicated to the CSE Limited , where the shares of the Company are listed.