

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 , Website:- www.roadwaysindia.com**NOTICE**

Notice is hereby given that the **30th Annual General Meeting** of the members of **Roadways India Limited**, will be held on Monday, the 25th day of September, 2017 at 11/5b, First Floor, Pusa Road, New Delhi-110005 at 10.00 A.M. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2017, Statement of Profit & Loss and Cash Flow Statement on that date together with reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vinod Kumar (DIN No: - 01667923), who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT pursuant to 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 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rule, 2014M/s. Anoop Agarwal & Co., Chartered Accountants (Firm Registration No. 001739C) as the statutory 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 plus reimbursement of out-of-pocket expenses, as may be fixed by Board of Directors in this behalf, from time-to-time.”

Special Business:

4. **APPOINTMENT OF BRANCH AUDITOR 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 the provision of section 143(8), Rules made thereunder and other applicable provisions if any of the Companies Act, 2013 (Act) as amended from time to time, the Board of Directors be and is hereby authorized to appoint Statutory Auditor as branch auditors of any branch office of the company, whether existing or which may be opened/acquired hereafter, in consultation with the Company’s

auditors, any person(s) qualified to act as branch auditor within the provision of section 143(8) of the Act and to fixed their remuneration”.

5. APPOINTMENT OF MR. SUBHASH GOYAL AS A 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 the provisions of Section 152 of the Companies Act, 2013 (‘Act’) and the rules made there under, Mr. Subhash Goyal (DIN 01535884), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 12th, 2017 and who holds office up to the date of Next General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

6. APPOINTMENT OF MR. SUBHASH GOYAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To Consider and, if thought fit, to pass with or without modification the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Scheduled IV to the Act, and amended from time to time, Mr. Subhash Goyal (DIN 01535884), a Non-Executive Director of the Company, who has submitted a declaration that he meet the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 25th September, 2017”.

7. INCREASE IN REMUNERATION OF MR. AMIT GOYAL CHAIRMAN & MANAGING DIRECTOR

To Consider and, if thought fit, to pass with or without modification the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 197 of the Companies Act, 2013 read with Schedule V and Companies (Appointment & Remuneration of Managerial Personnel), 2014 as applicable and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the members of the Company be and is hereby accorded for the payment of remuneration of Rs. 21,60,000 Lacs per annum to Mr. Amit Goyal, Chairman & Managing Director of the Company with effect from 01st September, 2017 for his remaining tenure upon the agreed terms and condition as detailed hereunder:-

(A) Remuneration:-

(i) Basic Salary ` 1,80,000/- per month in the pay scale of ` (1, 50,000 – 5,00,000 P.M.)

(B) Perquisites:

- i) Contribution to Provident Fund, not exceeding 12% of salary in aggregate.
- ii) Gratuity at the rate of half month's salary for each completed year of service.
- ii) Leave with full pay or encashment thereof as per the rules of the Company.
- iv) Reimbursement of membership fee for clubs in India including admission and life membership fee.
- iii) Subject to overall ceiling on remuneration mentioned herein below, the Executive Director may be given other allowances, benefits and perquisites as the Board of Directors may from time to time decide.

C) Amenities:

- i) Company shall provide suitable conveyance facilities as may be required by the Executive Director and approved by the Board.
- ii) Company shall provide telephone, tele-fax and other communication facilities at the Executive Director's residence.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter the said terms and conditions of remuneration in such manner as may be agreed between the Board of Directors and Mr. Amit Goyal within aforesaid limits.

RESOLVED FURTHER THAT the remuneration payable to Mr. Amit Goyal, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Company Act, 2013 read with Schedule V of the said Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its power herein conferred to any Committee of Directors to give effect to the aforesaid resolution.”

8. INSERTION IN MAIN OBJECT CLAUSE

To Consider and, if thought fit, to pass with or without modification the following resolution as an **Special Resolution**:

RESOLVED THAT pursuant to the provision of section 13, 14 and all other applicable provision of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulation contained in the Memorandum of Association and Article of Association as placed before the meeting and consent of the shareholders of the company be and are hereby approved and adopted.

RESOLVED FURTHER THAT pursuant to the provision of Section 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force, the consent of shareholders is hereby accorded by adding the enabling clauses 4, 5 and 6 mentioned in the Main object of the Memorandum of Association of the Company as followings.

4. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere.

5. To carry on the business as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/dealt with/provided by the Company.

6. To act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockist, liasioner, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.

By order of the Board of Directors
ROADWAYS INDIA LTD.

Sd/-
Amit Goyal
(Managing Director)

Place: New Delhi
Dated: 25th August 2017 DIN.: 02614232
Address: 14/4, East Punjabi Bagh,

New Delhi- 110026

Corporate Identification Number (CIN):
L63090DL1987PLC319212
Registered Office:11/5b, First Floor, Pusa Road,
New Delhi-110005
Telephone No.:- 011-47192065
Mail Id:corporate@roadwaysindia.com
Website: - www.roadwaysindia.com

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 19th September, 2017 to 25th September, 2017 (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. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintain their demat accounts. Members holding shares in Physical form can submit their PAN details to the Company Registrar and Share Transfer Agent.
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 Obligation and Disclosure Requirement), 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. Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 Explanatory Statement in respect of Special business to be transacted at the meeting is furnished hereunder.
11. 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.
12. 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 30th 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.

13. Notice of the Annual General Meeting, Audited Financial Statements for 2016-17 together with Directors Report and Auditor Report are available on the website of the Company i.e. www.roadwaysindia.com.
14. 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.
15. 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.
16. Pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirement)Regulations, 2015, the brief profile of Directors eligible for re-appointment vide Item No. 2, 5 & 6 is as follows.

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

Particulars	Mr. Subhash Goyal	Mr. Vinod Kumar Gupta
Date of Birth	2nd September, 1947	27th October, 1958
Date of Appointment	25th September, 2017	31st December, 2005
Qualifications	B.A. Pass	B. A. Pass
Expertise in specific functional areas	21Years Experience in Shoes &Textile & Retail Business	15 Years' Experience in Shoes Manufacturing Business
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Nil	Nil
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil	Nil
Number of shares held in the Company	Nil	Nil

Annexure-A**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Friday 22nd September 2017 at 10.00 A.M. and ends on Sunday 24th Day of September, 2017 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 Monday 18th Day of September, 2017 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	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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.

Explanatory Statement

(Pursuant to Section 102(1) of the Act, 2013)

As required by section 102 of the Companies Act, 2013 the following Explanatory Statement sets out material facts relating to the business under Item Nos. 4, 5, 6, 7 & 8 of the accompanying Notice:

Item No. 4

Appointment of Branch Auditor

The Company has Regional offices at Hyderabad, Delhi, Kolkata, Mumbai and may also open/acquired new branches in future. As per the provision of the section 143(8) of the Companies Act, 2013 it is necessary that the accounts of branches or Regional Offices shall be audited either by the accountant appointed under this act or by any other person qualified as an auditor of the Company under this Act, the members are requested to authorized the board of directors for continuing statutory auditor as Branch Auditor of the Company, and conduct the Branch audit / Regional audit.

The Board commends the resolution at item No. 4 for approval by members as an ordinary resolution.

None of the Directors and Key Managerial Personnel (KMP) or relatives of the Directors and KMP is concerned or interested, in the resolution at the item no. 4 of accompanying notice.

Item No. 5

Appointment of Mr. Subhash Goyal as Director of the Company

Mr. Subhash Goyal (DIN: 01535884) was appointed vide circular resolution dated 12th August, 2017 as an additional director pursuant to section 161 of the Companies Act, 2013. he will hold office as a Director 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 and his intention to propose Mr. Subhash Goyal as Director of the Company liable to retire by rotation. The Company has received from Mr. Subhash Goyal (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 Mr. Subhash Goyal, 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

Item No. 6**Appointment of Mr. Subhash Goyal as an Independent Director of the Company**

The Company has appointed Mr. Subhash Goyal as an Independent Director at Various times, in Compliance with the requirements of the Regulation 27 of the Standard Listing Agreement and LODR, Regulations, 2015.

Pursuant to the provisions of section 149 of the Companies Act, 2013 (Act), which came in to effect from 01st April, 2014, every Public Listed Company is required to have at least one-third of the total number of Directors as an Independent Directors, who are not liable to retire by rotation. The Nomination Committee has recommended the appointment of these directors as Independent Directors for 5 (Five) consecutive years with effect from the date of 25th September, 2017.

Mr. Subhash Goyal non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of Independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are Independent of the management.

In compliance with the provision of Section 149 read with Schedule IV & 152 of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval. The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

A Brief Profile of the Independent Directors to be appointed is given below:

Mr. Subhash Goyal is aged about 50 years had B.A. passed. He has over 21 years of Experience in the Shoes & Textile Retail Business Industry. He served the Board since 31st December 2005 to 19th June, 2017 as an Independent Director of the Company. Mr. Subhash Goyal does not hold by himself or on behalf of any other person any beneficial interest in the Company.

The board commends the resolution at item no.6 for approval by members.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company is in any way, financially or otherwise, concerned or interested in the resolution.

Item No. 7**Increase in the Remuneration of Mr. Amit Goyal Chairman & Managing Director**

“Mr. Amit Goyal was appointed as Chairman & Managing Director of the Company w.e.f. 5th September, 2014. His contribution towards the overall development of the Company, efficient business operational and for improving the financial status of the company, are commendable.

Keeping in view the above, along with his experience & expertise, it was approved by the Board of Directors in their meeting held on 25th August, 2017 on the recommendation made by the Nomination and Remuneration Committee to pay a Sum of Rs. 21,60,000 lacs per

annum to Mr. Amit Goyal, Chairman & Managing Director of the Company as remuneration with effect from 01st September, 2017 for remaining period of his tenure.

In terms of Provision of Schedule V of the Companies Act, 2013, consent of the shareholders is required by way of Special Resolution to allow the Company to pay aforesaid remuneration to the managerial personnel.

None of the directors or the Key Managerial persons of your company and their relatives are concerned or interested financially or otherwise in this resolution.

Item No. 8

Insertion in Main Object Clause

The Members are hereby informed that the current main Object Clause of the Memorandum of Association of the Company (MOA) covers all the activities carried on by the Company but in order to diversify into certain new business ventures, your directors are considering various proposals for diversifying the company's activities into other activities as mentioned in the resolution.

The alteration in the Objects Clause of the memorandum of association as set out in the resolution is to facilitate diversification. This will enable the company to carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company. This will also enlarge the area of operations of the company.

Pursuant to section 13 of the Act, the above said proposal requires consent of the members by way of special resolution.

None of the directors or the Key Managerial persons of your company and their relatives are concerned or interested financially or otherwise in this resolution.

By order of the Board of Directors

ROADWAYS INDIA LTD.

Sd/-
Amit Goyal
(Managing Director)

Place: New Delhi
Dated: 25th August, 2017 DIN.: 02614232
Address: 14/4, East Punjabi Bagh,

New Delhi- 110026

Corporate Identification Number (CIN):

L63090DL1987PLC319212

Registered Office: 11/5b, First Floor, Pusa Road,
New Delhi-110005

Telephone No.:- 011-47192065

Mail Id: corporate@roadwaysindia.com

Website: - www.roadwaysindia.com

Statement containing additional information as required as per Category (iv) of Part II of Section II of Schedule V of the Companies Act, 2013

I GENERAL INFORMATION:

1. **Nature of Industry:** Logistics Industry.
2. **Date or expected date of commencement of commercial production:** The Company was incorporated as Private Company on 27th January, 1987 and start its commencement of business w.e.f. 19th September, 1995 when its Converted from “Private to Public” i.e. “M/s. Roadways India Private Limited” to “Roadways India Limited”.
3. **In case of New Companies, expected date of Commencement of activities as per project approved by Financial Intuition appearing in the Prospectus:** Not Applicable
4. **Financial Performance Based on given Indicators:**

(Rs.in lacs)

Particulars	2016-17	2015-16
Sales		
Profit/Loss before Interest, Depreciation and Tax		
Profit/(Loss) after Tax		

5. **Foreign Investments or Collaborations, if any:** Not Applicable.

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 ,Website:- www.roadwaysindia.com

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L63090DL1987PLC319212

Name of the Company: ROADWAYS INDIA LIMITED

Registered Office: 11/5b, First Floor, Pusa Road, New Delhi-110005

Name of the Member(s)	
Registered Office	
E-mail Id	
Folio No /Client ID	
DP ID	

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name:	
Address:	
E-mail Id:	
Signature, or failing him	

Name:	
Address:	
E-mail Id:	

Signature, or failing him	
Name :	
Address:	
E-mail Id:	
Signature, or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the company, to be held on Monday the 25th day of September, 2017 at 10.00 a.m. at 11/5b, First Floor, Pusa Road, New Delhi-110005 and any adjournment thereof in respect of such resolutions as are indicated below.

No	Resolution	For	Against
Ordinary Resolution			
1.	To receive, consider and adopt the audited Balance Sheet, Profit & Loss A/c for the year ended 31st March, 2017 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 Gupta (DIN No: - 01667923) as Director, who retires by rotation and being eligible, offers himself for re-appointment		
3.	Ratification of Appointment of Statutory Auditor		
Special Business			
4.	Appointment of Branch Auditor		
5.	Appointment of Mr. Subhash Goyal as Director		
6	Appointment of Mr. Subhash Goyal as an Independent Director		

7.	Increase in Remuneration of Mr. Amit Goyal Chairman & Managing Director		
8.	Insertion in Main Object Clause		

Signed this ____ day of ____ 20__

Affix Revenue
Stamps

Signature of Shareholder

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 ,Website:- www.roadwaysindia.com

30TH ANNUAL GENERAL MEETING**ATTENDANCESLIP**

DPID	Client ID	Folio No.	No. of Shares

Name : _____

Address : _____

Name of Proxy: _____

(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the 30th Annual General Meeting of the Company on Monday, the 25th Day of September 2017 at 10.00 A.M., at the Registered Office of the Company at 11/5b, First Floor, Pusa Road, New Delhi-110005.

SIGNATURE OF THE ATTENDING MEMBER/PROXY

NOTE:

1. Member / Proxy holder wishing to attend the meeting must bring the Attendance Slip duly signed to the meeting and hand it over at the entrance.

2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

SHAREHOLDERS ARE REQUESTED TO SUBMIT THIS FORM TO THE DEPOSITORY PARTICIPANT

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: *	
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:

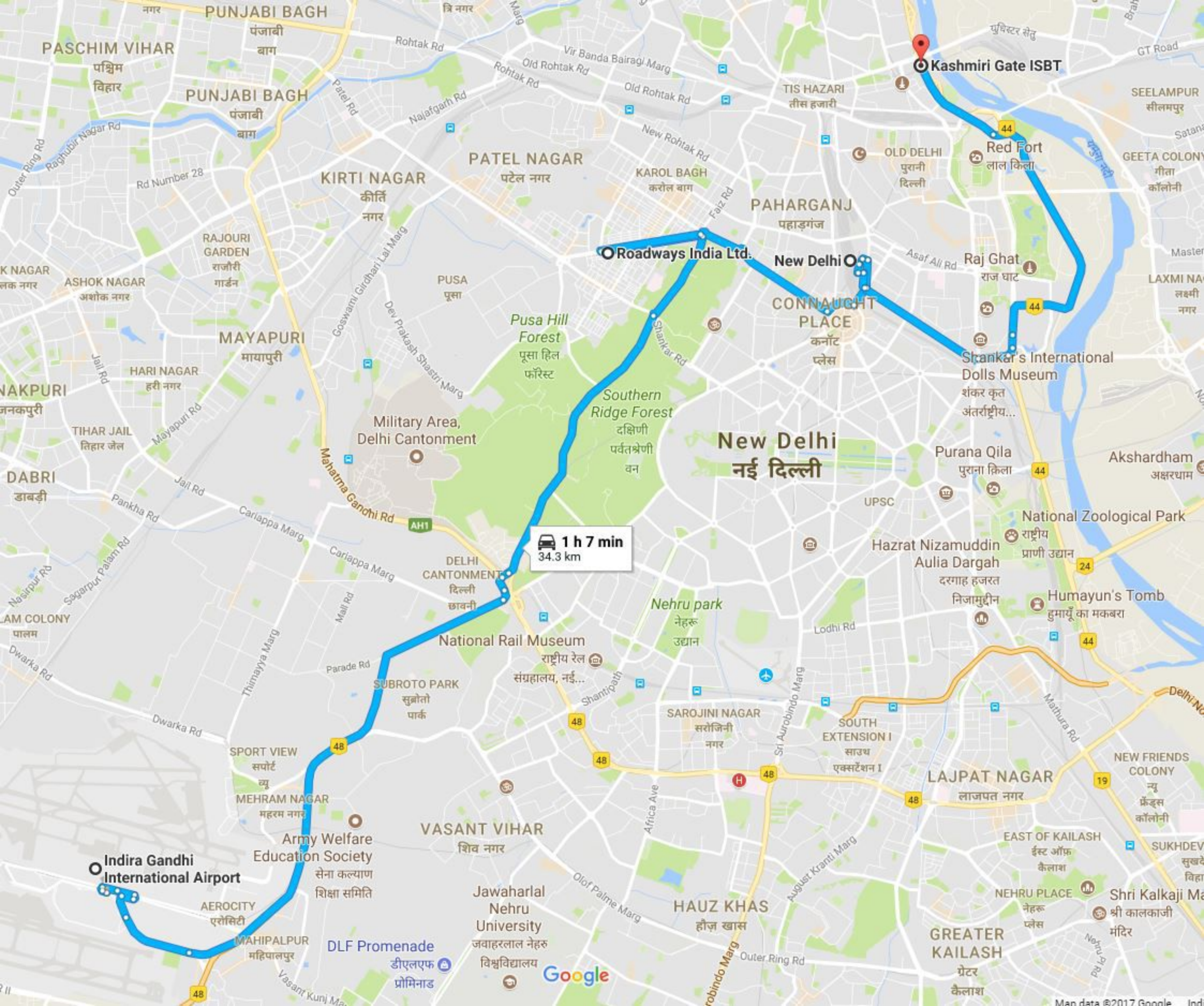
IFSC: (11 digit)	
MICR: (9 digit)	
Bank A/c Type:	
Bank A/c No.: *	
Name of the Bank:	
Bank Branch Address:	

* 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

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