

## **ROADWAYS INDIA LIMITED**

**CIN: L63090WB1987PLC041805**

**Registered Office:** "Business Point", 3rd Floor, Room No 302,  
17 Ganesh Chandra Avenue, Kolkata, West Bengal- 700013,

**Tel No.:** 033-32514339

**Website:** [www.roadwaysindia.com](http://www.roadwaysindia.com) **Email-id:** [accounts@roadwaysindia.com](mailto:accounts@roadwaysindia.com)

### **NOTICE OF POSTAL BALLOT**

Dear Members,

Notice is hereby given that, pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of Chapter VII relating to the Procedure to be followed for conducting business through postal ballot, enclosed resolutions for shifting of the registered office of the Company outside the city limits and taking on license the premises from a related party are proposed to be passed as Special Resolutions, by way of Postal Ballot.

The Company is desirous of seeking your consent/confirmation for the aforesaid proposals as contained in the resolutions appended below. An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons thereof is also appended. The said Special Resolutions and the Explanatory Statement is being sent to you along with a Postal Ballot Form for your consideration. The Board of Directors of the Company has appointed Mr. Pradeep Kumar Debnath, Practising Company Secretary as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Sunday, 10th day of July, 2016 .

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman after completion of the scrutiny, and the results of the Postal Ballot will be placed on the website of the Company: [www.roadwaysindia.com](http://www.roadwaysindia.com). The Results will be communicated to the Stock Exchanges on which the Company's equity shares are listed.

In the event the Special Resolutions, as set out herein below, is assented to by the requisite majority of Members by means of Postal Ballot, the date of announcement of the results of the Postal Ballot shall be considered to be the date of passing of the said Special Resolutions.

Items of special business requiring consent of Members through Postal Ballot:

**1) SHIFTING OF REGISTERED OFFICE OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to Section 13(4) of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 and subject to the approval of shareholders and Central Government /Regional Director/Registrar of Companies/Ministry of Corporate Affairs, the registered office of the Company be shifted from ‘State of West Bengal’ to ‘State of Delhi’.

**“RESOLVED FURTHER THAT** on the aforesaid resolution becoming effective, clause II of Memorandum of Association of the Company be altered by substituting the words ‘State of West Bengal’ to ‘ State of Delhi’.

**"RESOLVED FURTHER THAT** Mr. Amit Goyal, Managing Director of the Company, be and is hereby authorized to make affidavit (s) for filing of petition and/or an application to the Central Government /Regional Director/Registrar of Companies, Ministry of Corporate Affairs, seeking confirmation of amendment to the Clause II of Memorandum of Association of the Company for shifting of Registered Office of the Company from ‘State of West Bengal’ To ‘State of Delhi’.

**“RESOLVED FURTHER THAT** Mr. Amit Goyal, Managing Director of the Company, be and is hereby authorized to publish a Notice in principal vernacular language in the district where Registered office of the Company is situated and in English Newspapers circulating in that district indicating there in the substance of the petition and stating that any person whose

interest is likely to be affected may intimate to the Central Government /Regional Director/Registrar of Companies, Ministry of Corporate Affairs”.

**“RESOLVED FURTHER THAT** Mr. Amit Goyal, Managing Director and Mrs. Anita Goel, Director of the Company, be and is hereby authorized to verify the list of creditors by means of an affidavit, provide such other documents, information and things by means of an affidavit or otherwise for submission along with the petition to the Central Government/Regional Director/Registrar of Companies, Ministry of Corporate Affairs, file necessary forms with the office of Registrar of Companies and do such acts, deeds and things as may be required to give effect to the above resolution”.

**“RESOLVED FURTHER THAT** Mr. Pradeep Kumar Debnath, Practising Company Secretary having office at 1105/1106, Hemkunt House, 6 Rajendra Place, NewDelhi-110008 be and is hereby appointed as the scrutinizer of the company to scrutinize the votes given in favour and in against for the proposed special resolution to be passed through postal ballot and as representative of the Company and to appear on behalf of the Company before the Central Government/Regional Director/Registrar of Companies, Ministry of Corporate Affairs and to do such other acts, things and deeds as may be necessary in this connection”.

## **2) ADOPTION OF MOA AND AOA**

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

**“RESOLVED THAT** the members of the company authorize the Board of directors for the adoption of Table A of Schedule I read with section 4 and 5 for MOA and Table F for the AOA of the company of Companies act 2013.

**“RESOLVED FURTHER THAT** Mr. Amit Goyal, Managing Director of the Company be and is hereby authorized to sign all such documents, papers and credentials and to do all such acts as may be necessary to give effect to the afore said resolution”.

### 3. APPROVAL FOR RELATED PARTY TRANSACTIONS

To consider and if thought fit, to pass with or without modification(s) if any, the following as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and Regulation 29 of the Listing Obligation and Disclosure Requirement Regulations, 2015 (LODR, 2015) approval of the members of the Company be and is hereby accorded to the Audit Committee and the Board of Directors to authorize the management of the Company to enter into agreement(s) and transaction(s), with ‘Related Party’ as defined under Section 2(76) of the Act and Regulation 29 of the Listing Obligation and Disclosure Requirement Regulations, 2015 for rental services, freight and unsecured loan, if any, on such terms and conditions as may be mutually agreed upon between the Company and Related Party, for an amount not exceeding in aggregate Rs 50,00,00,000 (Rupees fifty crores only) in each financial year.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary or expedient to give effect to this resolution.”

Place: Kolkata

Date: 21/05/2016

**By Order of the Board  
For ROADWAYS INDIA LIMITED**

**Sd/-**

**Name: Amit Goyal**

**Address: 14/4, East Punjabi Bagh,  
New Delhi, 110026**

**Designation: Managing director**

**DIN: 02614232**

**IMPORTANT NOTES:**

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the Resolutions is annexed herewith.
2. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the resolution contained in the Notice dated Saturday 21<sup>st</sup> May, 2016 is being taken through Postal Ballot/E-voting.
3. The Company has appointed of M/s Pradeep Debnath & company, Practicing Company Secretary (FCS-6654), as the Scrutinizer for conducting the Postal Ballot / E-voting in a fair and transparent manner.
4. The notice is being sent to all the Members/ Beneficiaries, whose names appear in the Register of Members/ Record of Depositories as on Monday 30.05.2016 Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on that date.
5. In furtherance of the Go Green Initiative of the Government, Postal Ballot Notice is being sent to all the Members through e-mail, whose email-ids are registered with the Company/Depository Participants and to all other members by post/courier along with Postal Ballot Form.
6. In compliance with the provisions of Section 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Listing Obligation and Disclosure Requirement Regulations, 2015 the Company is pleased to offer E-voting facility as an option to all the Members, to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. E-voting is optional for Members.
7. Please note that Members can opt for only one mode of voting i.e., through Postal Ballot or E-voting. In case of voting by both the modes, voting done through E-voting shall prevail and Postal Ballot Form of such Member will be ignored.

8. Members who have been sent this Notice electronically and who do not wish to avail e-voting facility organized by the Company through Central Depository Services (India) Ltd., may send a request to XL Softech Systems Ltd., the Registrar & Share Transfer Agent of the Company, at the email id- xlfield@gmail.com, for obtaining the Postal Ballot Notice and Postal Ballot Form in physical form.
9. There will be one Postal Ballot Form/E-voting for every Folio/Client ID irrespective of the number of joint holders.
10. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
11. Members are requested to carefully read the instructions printed on the Postal Ballot Form (appended hereto), record their assent (for) or dissent (against) therein by filling necessary details and affixing their signature at the designated place in the Form and send the same duly completed in the enclosed self-addressed postage prepaid envelope so as to reach the Scrutinizer not later than 10th July, 2016 Hours on 5.00 P.M. , being the last date for receipt of Postal Ballot Forms. The Postal Ballot Forms received after this date will be treated as if the reply from the Member has not been received.
12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny of the Postal Ballot Forms (including E-voting) on or before 12/07/2016.
13. The Scrutinizer's decision on the validity of a Postal Ballot/E-voting will be final.
14. The Chairman and in his absence any person authorised by the Chairman will declare/ announce the result of the Postal Ballot/ E-voting on or before 12/07/2016. The date of declaration of the result of Postal Ballot/ E-voting will be taken to be the date of passing of the resolution.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Saturday 11<sup>th</sup> June, 2016 at 10.00 A.M. and ends on Sunday 10<sup>th</sup> Day of July, 2016 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 30<sup>th</sup> Day of May 2016 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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.</li> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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).</li> </ul>

- (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 <Company Name> 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 & enter 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 on or after 30<sup>th</sup> June 2016.**



**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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**I. EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS  
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1**

Though the Company was incorporated in State of Kolkata but its operations were substantially carried out from the Head office, which is situated in the State of Delhi. As the activities of the Company substantially take place in State of Delhi, it will be convenient and economical to manage the operations of the Company if the registered office is located in State of Delhi.

Further, the Company deals with customers/ Dealers from its Corporate Office and therefore, it will be convenient to the Company to coordinate and follow up with its Consignees and Dealers if the registered office is transferred to State of Delhi. Therefore, it is proposed to change the situation of registered office from West Bengal to State of Delhi. As the change cannot be effected without amending clause II of the Memorandum of Association of the Company, the Special Resolution is proposed. On obtaining the sanction of the members in general meeting, steps will be taken to obtain sanction of Regional Director as required under section 13 of the Companies Act, 2013

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. 2**

The existing Memorandum of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act').

In order to comply with the provisions of Section 4 , 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to Adopt new set of Memorandum of Association of the Company as required under Table A of Schedule 1 of the Companies act, 2013.

The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard.

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 3: Related Party Transaction

The provisions of Section 188(1) of the Companies Act, 2013 that govern the below mentioned related party transactions, require the Company to obtain prior approval of the Board of Directors. In case the transaction is covered by any of the categories provided in Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules 2014 (as amended vide notification of the Ministry of Corporate Affairs dated August 14, 2014), prior approval of Shareholders by way of Special Resolution is also required in respect of the following, subject to the limits as specified under the said Rule 15(3):-

- a. sale, purchase or supply of any goods or materials;
- b. selling or otherwise disposing of, or buying, property of any kind;
- c. leasing of property of any kind;
- d. availing or rendering of any services;
- e. appointment of any agent for purchase or sale of goods, materials, services or property; and
- f. such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company;

Further, the revised Regulation 29 of the Listing Obligation and Disclosure Requirement Regulations, 2015, also prescribes the requirement of taking approval of Shareholders for material related party transactions.

Related Party Transaction is already approved by the Board of Directors in their meeting held on 7<sup>th</sup> Day of January, 2016 and already filed with the ROC dated 19/01/2016 SRN C76102037. But the Shareholders approval is not received due to minor difference of shareholding i.e. 2.19 % . We are further Considering that matter to take the shareholder approval for validating the transactions with related party transactions as per the companies act 2013.

In light of the above, the Board of Directors of your Company has (subject to the approval of the proposed amendment of the Object Clause of the Memorandum of Association of the Company by the shareholders and other approvals, wherever necessary), approved the proposed transaction for rental services, freight and unsecured loan by the Company with Related Party Transaction for an estimated amount of up to Rs. 50,00,00,000 (Rupees fifty crores only) every financial year on such terms and conditions as may be mutually agreed upon between the Company and

Related Party for the financial year 2014-15 and beyond.

All prescribed disclosures as required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are provided hereunder:

Name of the Related Party	Name of the Director Key Managerial Personnel who is related	Nature of Relationship	Nature of the proposed contract or arrangement	Monetary Limit of the transaction ( Rs.)
Associated Road Carriers LTD.	Vineet Goyal	Director	Freight Income or Rental Income	7,41,51,280.00
Mahendra Warehousing Corporation	Mahender Goyal	Partner	Rent Expense	3,43,200.00
Duluck Investment & Leasing Pvt. Ltd	Mahender Goyal	Director	Unsecured Loans and Interest expense	36,06,186.00
Mahendra Kumar Goyal	Amit Goyal	Father	Unsecured Loans and Interest expense	2,69,261.00
Triplerank Marketing Pvt. Ltd	Amit Goyal	Director	Unsecured Loans and Interest expense	59,04,457.00
Amit Goyal	Vineet Goyal	Brother	Salary & Allowances	1,20,00,000.00
Vineet Goyal	Amit Goyal	Brother	Salary & Allowances	9,60,000.00

Consent of the shareholders by passing a Special Resolution is required in this regard.

none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for approval by the members as Special Resolution.

## ROADWAYS INDIA LIMITED

CIN: L63090WB1987PLC041805

**Registered Office:** "Business Point", 3rd Floor, Room No 302,  
17 Ganesh Chandra Avenue, Kolkata, West Bengal- 700013,

**Tel No.:** 033-32514339

**Website:** [www.roadwaysindia.com](http://www.roadwaysindia.com)

**Email-id:** accounts@roadwaysindia.com

### POSTAL BALLOT FORM

1. Name(s) & Registered Address of the :  
sole / first named Member
2. Name(s) of the Joint-Holder(s),if any :
3. Registered Folio Number / DP ID No /  
Client ID No. :  
\*\*(Applicable to investors holding  
Shares in dematerialized form)
4. Number of Ordinary Share(s) Held :
5. E- Voting Event Number :
6. User ID :
7. Password :

I/We hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal Ballot / e-voting, by conveying my /our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

S. No.	Description of Resolution	No. of Ordinary Shares for which vote cast	I/We assent to the Resolution (For)	I/We Dissent to the Resolution (Against)
1.	Approval for shifting of Registered Office From the State of West Bengal to the State of Delhi.			

2.	Adoption of New Set of MOA and AOA as per the Companies Act, 2013			
3.	Approval for Related Party Transaction			

Date:

(Signature of the Member)