

# 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](mailto:corporate@roadwaysindia.com)

## NOTICE

**NOTICE** is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Company will be held on Friday, the 27<sup>th</sup> day of September, 2019 at 10:00 A.M. at 11/5B, 1<sup>st</sup> Floor, Pusa Road, New Delhi-110005, India to transact the following businesses:-

### **ORDINARY BUSINESS**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the Reports of the Board of Directors and Auditors thereon; and
2. To appoint a Director in place of Mrs. Anita Goyal (DIN: 00271295), who retires by rotation and, being eligible, offers herself for re-appointment.

### **SPECIAL BUSINESS**

3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment thereof, for the time being in force] and pursuant to the Articles of Association of the Company and subject to such consents and permissions, as may be required, approval of the Members of the Company be and is here accorded for re-appointment of Mr. Amit Goyal (DIN: 02614232), as the Chairman and Managing Director of the Company, for a period of 5 (five) years with effect from 05<sup>th</sup> September, 2019, on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto and payment of such remuneration, as may be determined by the Board or a duly constituted Committee thereof, from time to time, within the maximum limits of remuneration for Managing Director approved by the Members of the Company.

**RESOLVED FURTHER THAT** the Board of Directors or a duly constituted Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Place: New Delhi  
Date: 14<sup>th</sup> August, 2019

Sd/-  
**Amit Goyal**  
Managing Director  
DIN: 02614232

## **NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) 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 SUCH 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 fifty Members holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a Proxy for any other member. The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.
3. Corporate member intending to send their authorized representative to attend and vote at the meeting are requested to send a certified true copy of the Board Resolution authorising them in this behalf.
4. The Share Transfer Books and Register of Members of the Company will remain closed from 23<sup>rd</sup> September, 2019 to 27<sup>th</sup> September, 2019 (both days inclusive).
5. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Reports, Notices, Circulars, etc. from the Company, electronically.
6. **Members holding shares in physical mode:**
  - (a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company/Skyline Financial Services Private Limited, if not registered with the Company as mandated by SEBI.
  - (b) are advised to register the nomination in respect of their shareholding in the Company.
7. **Members holding shares in electronic mode:**
  - (a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts
  - (b) are advised to contact their respective DPs for registering the nomination.
8. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized form from w.e.f. April 1, 2019. Accordingly, the Company/Registrar has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
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. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. The Annual Report, Notice of AGM, Proxy Form and Attendance Slip are also available at the Company's website at [www.roadwaysindia.com](http://www.roadwaysindia.com).
11. All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company during the office hours on all working days between 10.00 AM to 4.00 PM up to the date of conclusion of Annual General Meeting.
12. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Information and instructions relating to e-voting are provided at the end of this notice. Details of user id and password relating to e-voting are being sent, separately. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.

By the order of the Board

Place: New Delhi  
Date: 14<sup>th</sup> August, 2019

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

### **ITEM NO. 3**

The Board of Directors of the Company ("the Board") at its meeting held on 14<sup>th</sup> August, 2019 has, subject to approval of members by Ordinary resolution, re-appointed Mr. Amit Goyal (DIN: 02614232) as a Chairman and Managing Director, for a further period of 5 (five) years from the expiry of his present term, i.e. 04<sup>th</sup> September, 2019, on terms and conditions including remuneration as recommended by the, Nomination and Remuneration Committee (the 'NR Committee') of the Board and approved by the Board.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Amit Goyal as a Chairman and Managing Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Amit Goyal are as under:

### **POWERS AND DUTIES:-**

The Chairman and Managing Director will have the substantial powers of management.

In pursuance of and subject to the Articles of Association of the company provisions of the Companies Act, 2013 and rules made thereunder the Chairman and Managing Director will exercise all the powers as may be exercised by the Board of Directors of the Company.

The Chairman and Managing Director shall exercise his powers subject to the superintendence control and direction of the Board of Directors.

### **Remuneration:-**

#### **(a) SALARY**

1, 50,000/- per month in the pay scale of 1,50,000 - 50,000 - 2, 00,000.

#### **(b) PROVIDENT FUND:**

Contribution to Provident Fund not exceeding 12% of salary in aggregate.

#### **(c) GRATUITY**

Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

#### **(d) LEAVE ENCASHMENT**

The encashment of leave at the end of the tenure will be allowed in accordance with the rules of the Company.

**(e) Reimbursement** of membership fee for clubs in India including admission and life membership fee.

**(f)** 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.

#### **(g) 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.

**Overall remuneration**

The aggregate of salary, perquisites and commission in any Financial Year shall not exceed the limits prescribed from time to time under Sections 197 and Schedule V and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may for the time being, be in force.

Details of Mr. Amit Goyal are provided in the "Annexure" to the Notice pursuant to (i) Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Amit Goyal is interested in the resolution set out at Item No. 3 of the Notice.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

## A BRIEF PROFILE OF THE DIRECTORS TO BE APPOINTED/ RE-APPOINTED

Particulars	Mrs. Anita Goyal	Mr. Amit Goyal
Date of Birth	1 <sup>st</sup> June, 1965	8 <sup>th</sup> February, 1988
Qualifications	Graduate	Post Graduate
Expertise in specific Functional Area	19 Years experience in Logistics Business	10 Years experience in Logistics Business
Date of first appointment on the Board	1 <sup>st</sup> June, 1999	1 <sup>st</sup> September, 2009
Directorship held in other Companies	-	Duluck Overseas Private Limited Triplerank Marketing Pvt Ltd Duluck Marketing Private Limited Tcg Mercantile Private Limited Louvre Clothing Private Limited Du-Luck Investment &Leasing Private Limited TCG Media Limited
Memberships/ Chairmanships of committees of other companies	-	-

### INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the **business may be transacted through e-Voting Services. 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 Notice of the Annual General Meeting (AGM) the Company inter alia indicating the process and manner of e-Voting process along with Attendance Slip and Proxy Form can be downloaded from the link [www.evotingindia.com](http://www.evotingindia.com) or [www.roadwaysindia.com](http://www.roadwaysindia.com).

**The e-voting period commences on 23<sup>rd</sup> September, 2019 (10:00 am) and ends on 26<sup>th</sup> September, 2019 (5:00 pm).** During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date** of 20<sup>th</sup> September, 2019. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the **cut-off date i.e. 20<sup>th</sup> September, 2019**, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com.in](mailto:helpdesk.evoting@cdslindia.com.in) or [viren@skylinerta.com](mailto:viren@skylinerta.com) (RTA email id).

The facility for voting through ballot paper shall also be made available at the venue of the Annual General Meeting. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

**The procedure to login to e-Voting website is given below:**

- (i) Launch internet browser by typing the URL [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on “Shareholder - Login”.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.  
 (v) 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.  
 (vi) 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 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"> <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>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.  
 (viii) 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.  
 (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.  
 (x) Click on the EVSN for the relevant Roadways India Limited which on which you choose to vote.  
 (xi) 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.  
 (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.  
 (xiii) 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.  
 (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.  
 (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvi) 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.
- (xvii) 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.
- (xviii) 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 Corporate.
  - 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.
- (xix) 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).

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 32<sup>nd</sup> Annual General Meeting of the Company to be held at 11/5b, First Floor, Pusa Road, New Delhi-110005, India on Friday, the 27<sup>th</sup> Day of September, 2019 at 10:00 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)

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**(Signature of the Shareholder/Proxy)**

\_\_\_\_\_



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

**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 32<sup>nd</sup> Annual General Meeting of the Company will be held on Friday, 27<sup>th</sup> day of September, 2019 at 10:00 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*
	<b>Ordinary Business</b>		
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 and the Reports of the Board of Directors and Auditors thereon		
2.	To Appoint Mrs. Anita Goyal (DIN: 00271295) as director, who retires by rotation		
	<b>Special Business</b>		
3.	Re-appointment of Mr. Amit Goyal (DIN: 02614232) as Chairman and Managing Director of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_ 2019

Signature of Shareholder(s) \_\_\_\_\_

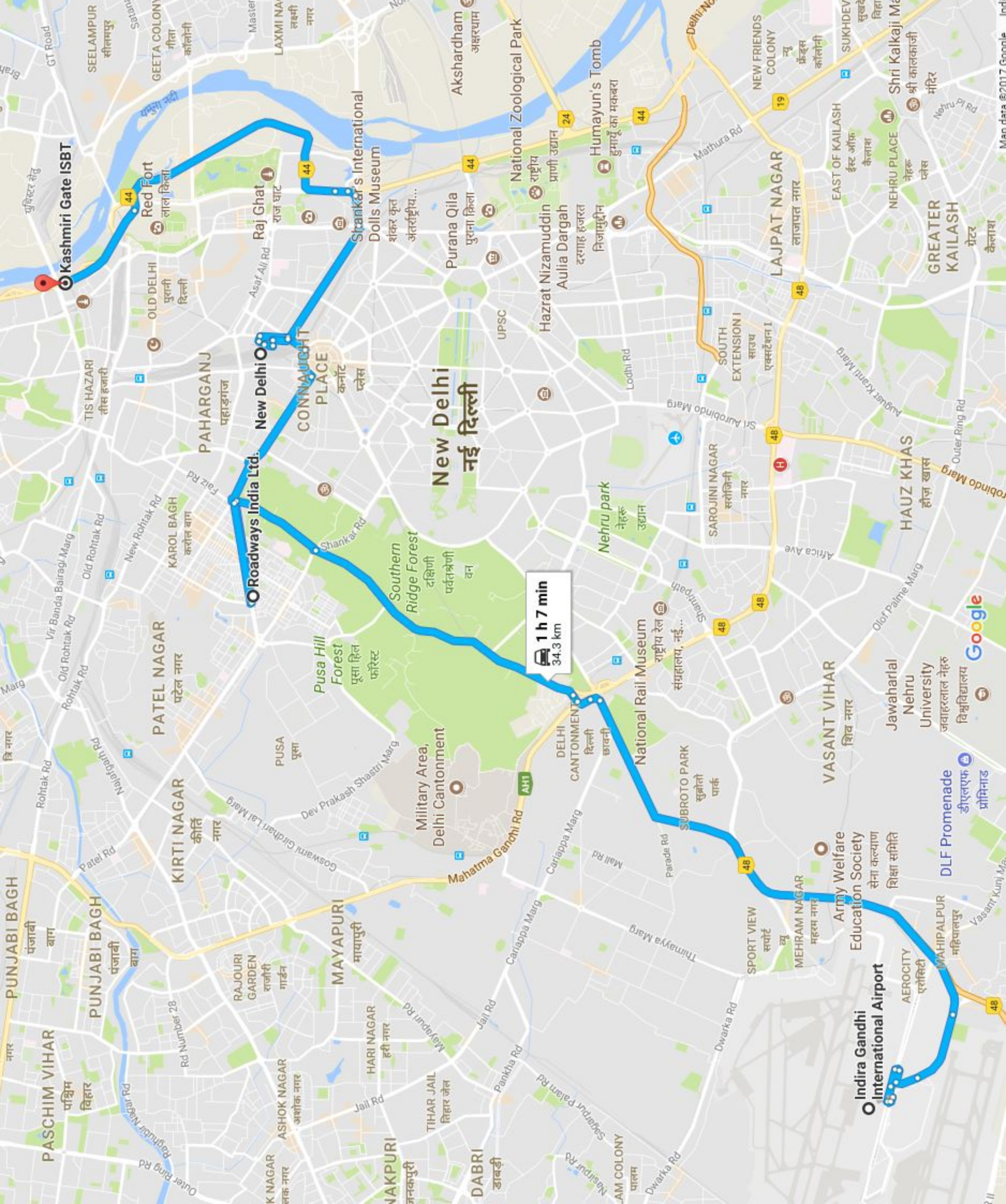
Signature of Proxy Holder(s) \_\_\_\_\_

Affix INR 1 Revenue Stamp
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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.



Kashmiri Gate ISBT

Roadways India Ltd.

New Delhi

CONNAUGHT PLACE

New Delhi  
नई दिल्ली

1 h 7 min  
34.3 km

Indira Gandhi International Airport

Army Welfare Education Society

VASANT VIHAR

National Rail Museum

Nehru park

1 h 7 min

34.3 km

Southern Ridge Forest

Strankar's International Dolls Museum

Raj Ghat

PATEL NAGAR

KIRTI NAGAR

PUNJABI BAGH

PASCHIM VIHAR

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