

# **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 NOTICE**

**Dear Member**

### **Notice pursuant to section 110 of the Companies Act 2013**

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that the resolutions appended are proposed to be passed as special resolutions by way of postal ballot / e-voting. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a postal ballot form (the "Form") for your consideration. The Board of Directors of the Company (the "Board") has appointed Mr. Pradeep Debnath (FCS-6654) of M/s Pradeep Debnath and Company, Practicing Company Secretaries as the 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. 17:30 p.m. on Wednesday, 30th day of September, 2015.

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 Board of Directors. The result of the postal ballot would be announced by a Whole Time Director or the other Directors of the Company on Friday, 2<sup>nd</sup> day of October, 2015 at the registered/corporate office of the Company. The aforesaid result would be displayed at the registered/corporate office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website viz.: [www.roadwaysindia.com](http://www.roadwaysindia.com).

## **Resolutions:**

### **1. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION (MOA) AS PER THE COMPANIES ACT 2013**

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

**“RESOLVED THAT** subject to the shareholders approval, the Board of directors of the Company be and is hereby authorized to adopt Table A of Schedule I read with Section 4 and 5.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorized to do all such acts, deeds and things including filing of necessary e-forms along with other documents and papers as may be required to be annexed thereto, with Ministry of Corporate Affairs and take all such steps and actions as may be required and necessary to give effect to this resolution.”

### **2. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY PURSUANT TO THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by replacing all the existing regulations 1 to 167 with the new regulations 1 to 91, a copy of which is annexed to the explanatory statement, be and is hereby adopted as new regulations of the Articles of Association of the Company.”

**“FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, Directors of the Company be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies, of West Bengal.”

### **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 Clause 49(VII) of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), 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), as may be appropriate, with Associated Road Carriers Ltd , a 'Related Party' as defined under Section 2(76) of the Act and Clause 49(VII) of the Listing Agreement, for rental services, freight and unsecured loan, if any, on such terms and conditions as may be mutually agreed upon between the Company and Associated Road Carriers Ltd, for an amount not exceeding in aggregate Rs 50,00,00,000 (Rupees fifty crores only) in each financial year.

**RESOLVED FURTHER THAT** consent of the members be and is accorded for ratification of the aforesaid related party transactions already entered into by the Company exceeding the threshold limits as specified in Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 and which are material in nature in terms of Clause 49(VII) of the Listing Agreement.

**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."

By the Order of the Board  
For Roadways India Limited

Date: 1<sup>st</sup> September, 2015  
Place: Kolkata

Sd/-  
Amit Goyal  
DIN. : 02614232  
Managing Director  
R/o.: 14/4, East Punjabi Bagh,  
New Delhi, 110026, Delhi, India

## **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 1<sup>st</sup> September, 2015 is being taken through Postal Ballot/E-voting.
3. The Company has appointed of M/s Pradeep Debnath, 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 01<sup>st</sup> September, 2015. 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 Agreement with CSE Ltd., 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](mailto: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 Scrutiniser not later than **17:30 Hours on 30th September, 2015 (Wednesday)**, 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 2<sup>nd</sup> October, 2015.
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 2<sup>nd</sup> October, 2015. The date of declaration of the result of Postal Ballot/ E-voting will be taken to be the date of passing of the resolution.

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

#### **Item No. 1**

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 Company and their relatives are concerned or interested in the said resolution

#### **Item No. 2**

The existing Articles 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'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company. Hence the Board of Directors at its meeting held on September 1<sup>st</sup>, 2015, proposed to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said 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 Clause 49-VII of the Listing Agreement (effective from October 1, 2014), also prescribes the requirement of taking approval of Shareholders for material related party transactions.

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 to

Associated Road Carriers Ltd. ("ARCL) 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 ARCL 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.

By the Order of the Board  
For Roadways India Limited

Date: 1<sup>st</sup> September, 2015  
Place: Kolkata

Sd/-  
Amit Goyal  
DIN. : 02614232  
Managing Director  
R/o.: 14/4, East Punjabi Bagh,  
New Delhi, 110026, Delhi, India



# ROADWAYS INDIA LIMITED

CIN: L63090WB1987PLC041805

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**Tel No.:** 033-32514339

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## 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:

<b>S. No</b>	<b>Description of Resolution</b>	<b>No. of Ordinary Shares for which vote cast</b>	<b>I/We assent to the Resolution (For)</b>	<b>I/We Dissent to the Resolution (Against)</b>
1.	Adoption of new set of Memorandum of Association of Company Pursuant to The Companies Act, 2013			
2.	Adoption of New Set Of Articles of Association of Company Pursuant to The Companies Act, 2013			
3.	Approval for Related Party Transaction			

**Date:**

**(Signature of the Member)**

## **INSTRUCTIONS**

### **1. GENERAL INFORMATION**

- a) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.

\*\*Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

### **2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT**

- a) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer Mr. Pradeep Debnath of M/s Pradeep Debnath & Co), Company Secretaries 1105, 11th Floor, Hemkunt House,6, Rajendra Place, New Delhi-110008 in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- b) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- c) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
- d) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively.
- e) Completed Postal Ballot Forms should reach the Scrutinizer not later than 17:30 Hours on 30<sup>th</sup> September, 2015 (Wednesday).Postal Ballot Forms received after this date will be considered invalid.
- f) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and

binding.

In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [accounts@roadwaysindia.com](mailto:accounts@roadwaysindia.com). The Registrar and Share Transfer Agent of the Company/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than 30<sup>th</sup> September, 2015 (Wednesday).

- g) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" point 2c above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

### **3. PROCESS FOR MEMBERS OPTING FOR E-VOTING**

- (i) The voting period will begin on 25<sup>th</sup> September, 2015 (Friday) at 10:00 a.m. and ends on 27<sup>th</sup> September, 2015 (Sunday) 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 i.e. 22<sup>nd</sup> September, 2015 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 which is:

(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> <p>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.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's</p>
	<p>before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number then enter RA00000001 in the PAN field.</p>
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your De-mat account or in the company records for the said De-mat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the Number of Shares in the Dividend Bank details field as mentioned in instruction (v).</p>

(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 D-mat 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 De-mat 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 ROADWAYS INDIA LIMITED.
- (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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If De-mat account holder has forgotten the same 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) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate and Custodians respectively.

- 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 they have to create 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.
- 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).