



(Perfection is our Profession)

PRADEEP DEBNATH & Co.
COMPANY SECRETARIES

TO

THE CHAIRMAN
ROADWAYS INDIA LIMITED
BUSINESS POINT, III FLOOR,
17, GANESH CHANDRA AVENUE,
ROOM NO. 302, KOLKATA - 700013.

Dear Sir,

Sub: Scrutinizers Report on e-voting conducted pursuant to the provisions of section 108 Of the Companies Act 2013 (the act) read with Rule 20 of the Companies (Management and Administration) Rules 2014 and the physical ballot forms received from the shareholders who do not have access to E-voting.

I, Pradeep Debnath Proprietor of Pradeep Debnath & Co, Practicing Company Secretaries had been appointed as the scrutinizer by the Board of Directors of Roadways India limited vide letter dated 1st September, pursuant to section 108 of the Companies act 2013 read with rule 20 of the companies (Management and administration) Rules 2014 to conduct the electronic process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the extra ordinary General Meeting to be held as on Wednesday, the 30th September 2015.

The Notice dated 1th September 2015 convening Extra ordinary General Meeting of the members along with statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions to be passed at the said Extra ordinary General Meeting of the members to be held on 30th September 2015.

The company has availed the e-voting facility offered by Central Depository Securities Limited (CDSL) for conducting e-voting by the shareholders of the company. The Company has also provided voting by physical ballot papers to the members who do not have access to e-voting facility.

The shareholders of the company holding shares as on the "cut off" date of 22nd September 2015 were entitled to vote on the purposed resolutions as set out at items no's 1 to 3 in the notices of Extra ordinary General Meeting.

The voting period for E-voting commenced on Tuesday, 25th September, 2015 at 10:00 A.M. and ended on Sunday, 27th September 2015 at 5:00 P.M. and the CDSL E-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company. Votes cast through physical ballot forms received upto 30th September 2015 were considered.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the Central Depository Securities Limited (CDSL) E-voting system and the ballot forms received respectively.

I now submit my report as under on the result of the voting through electronic means and physical mode in respect of the said resolutions.

1. RESOLUTION NO 1

CONSENT OF THE COMPANY TO ADOPT NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY CONTAINING CLAUSES IN CONFORMITY WITH THE COMPANIES ACT, 2013

(i) Voted in favour of the resolution

| | Number of members voted through electronic voting system and physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|-----------|--|-------------------------------|---------------------------------------|
| E- Voting | | | |
| Physical | 12 | 2562500 | 72.79% |
| Total | | | |

(ii) Voted against the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|--|--|-------------------------------|---------------------------------------|
| | | | |

| | | | |
|-----------|-----|-----|-----|
| E- Voting | | | |
| Physical | NIL | NIL | NIL |
| Total | | | |

(iii) Invalid Votes

| | Total number of members whose votes were declared invalid | Total number of votes cast (shares) |
|-----------|---|-------------------------------------|
| E- Voting | | |
| Physical | | |
| Total | NIL | NIL |

2. RESOLUTION NO 2

CONSENT OF THE COMPANY TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013

(i) Voted in favour of the resolution

| | Number of members voted through electronic voting system and physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|-----------|--|-------------------------------|---------------------------------------|
| E- Voting | | | |
| Physical | 12 | 2562500 | 72.79% |
| Total | | | |

(ii) Voted against the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|-----------|--|-------------------------------|---------------------------------------|
| E- Voting | | | |
| Physical | | | |
| Total | NIL | NIL | NIL |

(iii) Invalid Votes

| | Total number of members whose | Total number of votes cast |
|--|-------------------------------|----------------------------|
|--|-------------------------------|----------------------------|

| | | |
|-----------|-----------------------------|----------|
| | votes were declared invalid | (shares) |
| E- Voting | | |
| Physical | | |
| Total | NIL | NIL |

3. RESOLUTION NO 3

CONSENT OF THE COMPANY TO APPROVE THE RELATED PARTY TRANSACTIONS OF THE COMPANY

(i) Voted in favour of the resolution

| | Number of members voted through electronic voting system and physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|-----------|--|-------------------------------|---------------------------------------|
| E- Voting | | | |
| Physical | 12 | 2562500 | 72.79% |
| Total | | | |

(ii) Voted against the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|-----------|--|-------------------------------|---------------------------------------|
| E- Voting | | | |
| Physical | | | |
| Total | NIL | NIL | NIL |

(iii) Invalid Votes

| | Total number of members whose votes were declared invalid | Total number of votes cast (shares) |
|-----------|---|-------------------------------------|
| E- Voting | | |
| Physical | | |
| Total | NIL | NIL |

The Registers all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the aforesaid General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking You

Yours Faithfully



PRADEEP DEBNATH
Pradeep Debnath & Company
Practicing Company Secretary
FCS:- 7313
CP:- 6654
Place:- Delhi
Dated:- 30/09/2015