



Roadways India Limited

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Report on Corporate Governance(Under Clause 49(VI) of the Listing Agreement)

1. Name of Listed Entity : Roadways India Limited
2. Quarter ending : 31st December, 2015

I. Composition of Board of Directors								
Title (Mr / Ms)	Name of the Director	PANs & DIN	Category (Chairperson /Executive /Non-Executive/Independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed
Mr.	Amit Goyal	AKAPG8969Q02614232	Chairperson- /Executive	05/09/2014		1	1	1
Mr.	Vinod Kumar	AAGPK9144F01667923	Independent Director	31/12/2005	5	1	1	1
Mr.	Subhash Goyal	AAEPG7400Q01535884	Independent Director	31/12/2005	5	1	2	2
Mrs.	Anita Goel	ADVPG8550D00265706	Non-Executive Director	30/03/2015	5	1	2	2

\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$
1. Audit Committee	1. Mr. Vinod Kumar 2. Mr. Subhash Goyal 3. Mrs. Anita Goel	Chairperson/ Independent Director Independent Director Non- Executive

2. Nomination & Remuneration Committee	1. Mr. Vinod Kumar 2. Mr. Subhash Goyal 3. Mrs. Anita Goel	Chairperson/ Independent Director Independent Director Non- Executive
3. Risk Management Committee(if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee	1. Mrs. Anita Goel 2. Mr. Subhash Goyal 3. Mr. Amit Goyal	Chairperson/Non- Executive Independent Director Executive Director

[&]Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
01/07/2015 23/07/2015 12/08/2015 19/08/2015 01/09/2015 03/09/2015	13/11/2015	22 16 6 12 1 100

IV. Meeting of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
13/11/2015	YES	01/07/2015 21/07/2015 12/08/2015 03/09/2015	19 21 21 100

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i> <small>refer note below</small>
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	YES*
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

* Special Resolution for related party transaction considered through General Meeting but the resolution was not passed because of 72.79 % Voting in favor of resolution instead of 75% for Special Resolution

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

Amit Goyal

AMIT GOYAL
MANAGING DIRECTOR



Date : 11.01.2016
Place : NEW DELHI

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.