



ROADWAYS INDIA LIMITED

Corporate Office : 11/5B, Pusa Road, New Delhi - 110 005

Tel. : 011-32659995, 32479996, Fax : 011-25815456

E-mail : corporate@roadwaysindia.com, Visit us : www.roadwaysindia.com

CIN : L63090WB1987PLC041805

Dated: 8th April, 2017

THROUGH COURIER/E-MAIL

Scrip Code No.: Roadways Metropolitan Stock Exchange of India Limited Vibgyor Tower, 04th Floor, Plot No C62, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400098	Scrip Code: 28160 The Calcutta Stock Exchange 7, Lyons Range Kolkata-700001
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Sub: Submission of Corporate Governance Compliance Report for the Quarter and Financial Year Ended 31st March 2017.

Dear Sir / Madam,

We, Roadways India Limited, hereby submit the document for the quarter ended 31st March, 2017 as required under the Listing Agreement.

Please find enclosed the following document:

- 1) Quarterly and Financial Year Ended Compliance Report on Corporate Governance as per Clause 27(2) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

You are requested to take the same on record.

Thanking you.

Yours faithfully,

For ROADWAYS INDIA LIMITED



AMIT GOYAL

MANAGING DIRECTOR



Encl.: As Mentioned above



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Corporate Governance of M/s. Roadways India Limited for the financial year ended 31ST March, 2017.

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status (Yes/No/NA)^{refer note below}
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		Yes
New name and the old name of the listed entity		Yes
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes

Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. N.A.


AMIT GOYAL
MANAGING DIRECTOR

Date: 8th April, 2017
Place: Delhi



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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 March 2017

I. Composition of Board of Directors								
Title (Mr ./ Ms)	Name of the Directo r	PANs & DIN	Category (Chairpers on /Executive /N on- Executive/ in dependen t/N ominee) &	Date of Appoint ment in the current term /cessati on	Te nur e*	No of Directorshi p in listed entities including this listed entity (Refer Regulati on 25(1) of Listing Regulation	Number of membersh ips in Audit/ Stakehold er Committe e(s) including this listed entity (Refer	No of post of Chairperso n in Audit/ Stakeholde r Committee held in listed entities including this listed entity
"same as previous quarter"								
<p>[§]PAN number of any director would not be displayed on the website of Stock Exchange</p> <p>^{&}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</p> <p>* 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.</p>								
II. Composition of Committees								
Name of Committee				Name of Committee members		Category (Chairperson/Executive/Non-Executive/independent/Nominee) [§]		
1. Audit Committee				"same as previous quarter"				
2. Nomination & Remuneration Committee				"same as previous quarter"				
3. Risk Management Committee (if applicable)				N.A.		N.A.		
4. Stakeholders Relationship Committee'				"same as previous quarter"				
<p>^{&}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</p>								
III. Meeting of Board of Directors								
Date(s) of Meeting (if any) in the previous quarter			Date(s) of Meeting (if any) in the relevant quarter			Maximum gap between any two consecutive (in number of days)		

14/11/2016 19/12/2016	30/01/2017 14/02/2017 15/03/2017	34 41 14 28	
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>
14/02/2016	YES	14/11/2016	91



* 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	
Subject	Compliance status (Yes/No/NA) <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.

VI. Affirmations
<ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> 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
MANAGING DIRECTOR

Date: 08.04.2017
Place : NEW DELHI