



ROADWAYS INDIA LIMITED

Registered & Corporate Office : 11/5B, First Floor, Pusa Road, New Delhi – 110 005

Tel. : 011 - 47192065, 66, 67, 69 Fax : 011-25815456

E-mail : corporate@roadwaysindia.com, Website : www.roadwaysindia.com

CIN : L63090DL1987PLC319212

Date: 9th October, 2017

THROUGH COURIER/E-MAIL

Scrip Symbol: 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 Limited 7, Lyons Range Kolkata-700001
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Sub: Submission of Corporate Governance Compliance Report under Regulation 27(2) of LODR, 2015 for the Quarter and half year Ended on 30th September, 2017.

Dear Sir / Madam,

We, Roadways India Limited, hereby submit the document for the quarter ended 30th September, 2017 as required under the Listing Obligation and Disclosure Requirement Regulations, 2015.

Please find enclosed the following document:

- 1) Quarterly and half yearly Compliance Report on Corporate Governance as per Regulation 27(2) of Listing Obligation and Disclosure Requirement Regulations, 2015.

You are requested to take the same on record.

Thanking you.

Yours faithfully,

For **ROADWAYS INDIA LIMITED**
For Roadways India Limited


AMIT GOYAL Managing Director
MANAGING DIRECTOR

Encl.: As Mentioned above



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Report on Corporate Governance (Under Regulation 27(2) of the Listing Obligation and Disclosure Requirement Regulations, 2015)

1. Name of Listed Entity : Roadways India Limited
2. Quarter Ending : 30th September , 2017

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 Directors hip 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	5	1	1	1
Mr.	Vinod Kumar Gupta	AAGPK9144F01667923	Independent Director	28/05/2016	5	1	2	2
Mr.	Subhash Goyal	AAEPG7400Q01535884	Independent Director	25/09/2017	5	1	3	N.A.
Mrs.	Anita Goyal	ADVPG8550D00265706	Non- Executive	30/03/2015	-	1	3	1

[§]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 Gupta 2. Mr. Subhash Goyal 3. Mrs. Anita Goyal	Chairperson/ Independent Director Independent Director Non- Executive

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

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)
20/04/2017	12/08/2017	38
29/05/2017	25/08/2017	29
28/06/2017		44
		12

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
12/08/2017	YES	29/05/2017	74

* 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)	refer note below
Whether prior approval of audit committee obtained	YES	
Whether shareholder approval obtained for material RPT	NA	
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

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:

For Roadways India Limited

 **Managing Director**

AMIT GOYAL
MANAGING DIRECTOR

Date: 09.10.2017
Place: New Delhi



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Corporate Governance to be submitted by Roadways India Limited at the end 30th September 2017 along-with second quarter report of next financial year.

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.		
<div style="text-align: right;">For Roadways India Limited  AMIT GOYAL MANAGING DIRECTOR</div> <div>Date: 09/10/2017 Place: New Delhi</div>		