



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

10th October, 2019

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

Sub: Submission of Corporate Governance Compliance Report for the Quarter and Half Year ended 30th September, 2019

Dear Sir / Madam,

Please find enclosed herewith Compliance Report on Corporate Governance for the quarter and half year ended 30th September, 2019, prepared pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Hope you shall find the same in order.

Thanking you.

Yours faithfully,

For Roadways India Limited

Himani

Himani Gusain

Company Secretary & Compliance Officer


Encl: a/a



Report on Corporate Governance (Under Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. Name of Listed Entity : Roadways India Limited
2. Quarter ending : 30th September, 2019

I. Composition of Board of Directors								
Title	Name of the Director	PAN ^s & DIN	Category	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
(Mr./Ms)			(Chairperson /Executive/Non-Executive/Independent/Nominee)&			(Refer Regulation 25(1) of Listing Regulations)	(Refer Regulation 26(1) of Listing Regulations)	(Refer Regulation 26(1) of Listing Regulations)
	Mr. Amit Goyal	AKAPG8969Q02614232	Chairperson- /Executive	05/09/2014	-	1	1	0
	Mr. Vinod Kumar Gupta	AAGPK9144F01667923	Independent Director	28/05/2016	5	1	1	1
	Mr. Subhash Goyal	AAEPG7400Q00969769	Independent Director	25/09/2017	5	1	2	0
	Mrs. Anita Goyal	ADVPG8550D00271295	Non- Executive Director	30/03/2015	-	1	2	1
SPAN 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								



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

& 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)	
15/04/2019 22/04/2019 30/05/2019	05/07/2019 14/08/2019	35 Days 39 Days	

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*
14/08/2019	YES	30/05/2019	75 Days

* 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/NA. 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 "NA" 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 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 have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

For Roadways India Limited


Himani Gusain

Company Secretary & Compliance Officer



Date: 10.10.2019

Place : New Delhi



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Corporate Governance to be submitted by Roadways India Limited for the period ended 30th September 2019 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.		
Date: 10/10/2019 Place: New Delhi	 Himani Gusain Company Secretary & Compliance Officer	

