



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

06th May, 2020

THROUGH COURIER/E-MAIL

Scrip Code: 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 No.: 28160
The Calcutta Stock Exchange
7, Lyons Range
Kolkata-700001

Sub: Submission of Corporate Governance Compliance Report for the Quarter and Financial Year Ended 31st March, 2020

Dear Sir / Madam,

Please find enclosed herewith Compliance Report on Corporate Governance for the quarter and year ended 31st March, 2020, prepared pursuant to Regulation 27 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: 31st March, 2020

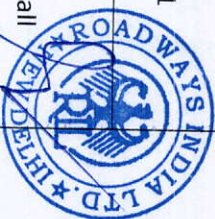
I. Composition of Board of Directors

| Title (Mr./Ms) | Name of the Director | PAN ^s & 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 | 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. | 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 |

\$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 | Mr. Vinod Kumar Gupta (Chairman) | | Independent |
| | Mr. Subhash Goyal | | Independent |
| | Mrs. Anita Goyal | | Non-Executive |
| 2. Nomination & Remuneration Committee | Mr. Vinod Kumar Gupta (Chairman) | | Independent |
| | Mr. Subhash Goyal | | Independent |
| | Mrs. Anita Goyal | | Non-Executive |
| 3. Risk Management Committee (if any) | N.A. | | N.A. |
| 4. Stakeholders Relationship Committee* | Mrs. Anita Goyal (Chairman) | | Non-Executive |
| | Mr. Subhash Goyal | | Independent |
| | Mr. Amit Goyal | | 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) |
| 05/10/2019 | 21/01/2020 14/02/2020 | | 39 Days |
| 14/11/2019 | | | 8 Days |
| 23/11/2019 | | | 33 Days |
| 27/12/2019 | | | 24 Days |
| | | | 23 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 |
| 14/02/2020 | YES | 14/11/2019 | 91 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/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 have been placed before Board of Directors.

For Roadways India Limited

Himani Gusain



Himani Gusain
Company Secretary & Compliance Officer

Date: 06.05.2020
Place : New Delhi

Corporate Governance of M/s. Roadways India Limited for the financial year ended 31st March, 2020

| I. Disclosure on website in terms of Listing Regulations | | |
|---|--|---|
| Item | Compliance status (Yes/No/NA) | If Yes provide link to website If No/ NA provide reasons |
| As per regulation 46(2) of the LODR | | |
| a) Details of business | Yes | www.roadwaysindia.com |
| b) Terms and conditions of appointment of independent directors | Yes | www.roadwaysindia.com |
| c) Composition of various committees of board of directors | Yes | www.roadwaysindia.com |
| d) Code of conduct of board of directors and senior management personnel | Yes | www.roadwaysindia.com |
| e) Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | www.roadwaysindia.com |
| f) Criteria of making payments to non-executive directors | Yes | www.roadwaysindia.com |
| g) Policy on dealing with related party transactions | Yes | www.roadwaysindia.com |
| h) Policy for determining 'material' subsidiaries | Yes | www.roadwaysindia.com |
| i) Details of familiarization programmes imparted to independent directors | Yes | www.roadwaysindia.com |
| j) Email address for grievance redressal and other relevant details | Yes | www.roadwaysindia.com |
| k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | www.roadwaysindia.com |
| l) Financial results | Yes | www.roadwaysindia.com |
| m) Shareholding pattern | Yes | www.roadwaysindia.com |
| n) Details of agreements entered into with the media companies and/or their associates | N.A. | - |
| o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | N.A. | - |
| p) New name and the old name of the listed entity | N.A. | - |
| q) Advertisements as per regulation 47 (1) | Yes | www.roadwaysindia.com |
| r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments | N.A. | - |
| s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | N.A. | - |
| As per other regulations of the LODR: | | |
| a) Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | www.roadwaysindia.com |
| b) Materiality Policy as per Regulation 30 | Yes | www.roadwaysindia.com |
| c) Dividend Distribution policy as per Regulation 43A (as applicable) | N.A. | - |
| It is certified that these contents on the website of the listed entity are correct. | | |
| II Annual Affirmations | | |
| Particulars | Regulation Number | Compliance status (Yes/No/NA) |
| 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), 17(1A) & 17(1B) | Yes |
| Meeting of Board of directors | 17(2) | Yes |



| | | |
|---|------------------------------|------|
| Quorum of board meeting | 17(2A) | 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 |
| Recommendation of board | 17(11) | Yes |
| Maximum number of directorship | 17A | Yes |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of nomination & remuneration committee | 19(1) & (2) | Yes |
| Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes |
| Meeting of Nomination & Remuneration Committee | 19(3A) | Yes |
| Composition of Stakeholder Relationship Committee | 20(1),(2) & (2A) | Yes |
| Meeting of Stakeholder Relationship Committee | 20(3A) | Yes |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | N.A. |
| Meeting of Risk Management Committee | 21(3A) | N.A. |
| Vigil Mechanism | 22 | Yes |
| Policy for related party Transaction | 23(1),(1A),(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) | N.A. |
| Disclosure of related party transactions on consolidated basis | 23(9) | N.A. |
| 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. |
| Annual Secretarial Compliance Report | 24(A) | Yes |
| Alternate Director to Independent Director & Tenure | 25(1) & (2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Declaration from Independent Director | 25(8) & (9) | Yes |
| Directors and Officers insurance | 25(10) | N.A. |
| 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: The Company does not have any Subsidiary and Material Subsidiary as on 31st March, 2020

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.

For Roadways India Limited

Himani



Himani Gausain

Company Secretary & Compliance Officer

Date: 06th May, 2020

Place: Delhi