



ROADWAYS INDIA LIMITED

Registered & Corporate Office : Plot No. 53-A/8, Rama Road Industrial Area, New Delhi-110015

☎ +011-47192065 / 47192066 / 47192067

■ corporate@roadwaysindia.com ● www.roadwaysindia.com

CIN : L63090DL1987PLC319212

12th April, 2022

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 for the Quarter and Financial Year ended 31st March, 2022

Dear Sir / Madam,

Please find enclosed herewith Compliance Report on Corporate Governance for the quarter and year ended 31st March, 2022, 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

Jyoti Sharma

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, 2022

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 (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Mr.	Amit Goyal	AKAPG8969Q02614232	Chairperson-Executive	05/09/2014	-	1	1	0	
Mr.	Subhash Goyal	AAEPG7400Q00969769	Independent Director	25/09/2017	5	1	2	0	
Mr.	Kapish Agarwal	AKYPA6895K09221360	Independent Director	30/06/2021	5	1	1	1	
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. Kapish Agarwal (Chairman)	Independent	
	Mr. Subhash Goyal	Independent	
	Mrs. Anita Goyal	Non- Executive	
2. Nomination & Remuneration Committee	Mr. Kapish Agarwal (Chairman)	Independent	
	Mr. Subhash Goyal	Independent	
	Mrs. Anita Goyal	Non- Executive	
3. Risk Management Committee (if	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)	
12/11/2021 24/12/2021	11/01/2022 14/02/2022 21/02/2022	17 days 33 days 06 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*
14/02/2022	YES	12/11/2021	93 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 has been placed before Board of Directors.	
 For Roadways India Limited Jyoti Sharma Company Secretary & Compliance Officer Date: 12.04.2022 Place : New Delhi	

Corporate Governance of M/s. Roadways India Limited for the financial year ended 31st March, 2022

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.	Yes	www.roadwaysindia.com
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, 2022

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



Jyoti Sharma

Company Secretary & Compliance Officer

Date: 12th April, 2022

Place: New Delhi