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

10th October, 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

Sub: Submission of Corporate Governance Compliance Report for the Quarter and Half Year ended 30th September, 2022

Dear Sir / Madam,

Please find enclosed herewith Compliance Report on Corporate Governance for the quarter and half year ended 30th September, 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 : 30th September, 2022

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN$ & DIN	Category (Chairperson /Executive/Non-Executive/independent/ Nominee)&	Date of Appointment in the current term	Date of 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	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing
Mr.	Amit Goyal	AKAPG8969Q 02614232	Chairperson/ Executive	05/09/2014	-	-	1	1	0
Mr.	Subhash Goyal	AAEPG7400Q 00969769	Independent Director	25/09/2017	27/07/2022	5	1	2	0
Mr.	Kapish Agarwal	AKYPA6895K 09221360	Independent Director	30/06/2021	-	5	1	1	1
Mrs.	Sanjana Goyal	AAHPG2452M 00969896	Independent Director	13/08/2022	-	5	1	2	0
Mrs.	Anita Goyal	ADVPG8550D 00271295	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)$	Date of Appointment	Date of Resignation
1. Audit Committee	Mr. Kapish Agarwal (Chairman)	Independent	30/06/2021	-
	Mr. Subhash Goyal	Independent	25/09/2017	27/07/2022
	Mrs. Anita Goyal	Non- Executive	30/03/2015	-
	Mrs. Sanjana Goyal	Independent	13/08/2022	-
2. Nomination & Remuneration Committee	Mr. Kapish Agarwal (Chairman)	Independent	30/06/2021	-
	Mr. Subhash Goyal	Independent	25/09/2017	27/07/2022
	Mrs. Anita Goyal	Non- Executive	30/03/2015	-
	Mrs. Sanjana Goyal	Independent	13/08/2022	-
3. Risk Management Committee (if applicable)	N.A.	N.A.	-	-
4.Stakeholders Relationship Committee	Mrs. Anita Goyal (Chairman)	Non- Executive	30/03/2015	-
	Mr. Subhash Goyal	Independent	25/09/2017	27/07/2022
	Mr. Amit Goyal	Chairperson/Executive	01/04/2014	-
	Mrs. Sanjana Goyal	Independent	13/08/2022	-

&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)*
25/04/2022 28/05/2022	09/07/2022 27/07/2022 13/08/2022 21/09/2022	41 Days 17 Days 16 Days 38 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**
13/08/2022	-	28/05/2022	76 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 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**

ROADWAYS INDIA LTD.

Jyoti Sharma
Company Secretary & Compliance Officer

Date: 10.10.2022
Place : New Delhi

Corporate Governance to be submitted by Roadways India Limited for the period ended 30th September 2022 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
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	*20(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.*

ROADWAYS INDIA LTD. NEW DELHI

Date: 10/10/2022
Place: New Delhi

Jyoti Sharma
Company Secretary & Compliance Officer

General information about company	
Scrip code	000000
NSE Symbol	
MSEI Symbol	ROADWAYS
ISIN	INE518C01019
Name of the entity	ROADWAYS INDIA LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Half Yearly
Date of Report	30-09-2022
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

d of directors explanatory		
ıas a Regular Chairperson	Yes	
›erson related to Promoter	Yes	Disqualification of Directors under section 164 of the Companies Act, 2013

;ory 1 ectors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations	Nu mei ir Sta Cc (s) th enti Re 2 I Reg
ıtive tor	Chairperson		08-02-1988	No				Active	NA		05-09-2014	05-09-2019			1	0	1
ıtive - endent tor	Not Applicable		04-04-1961	No				Active	NA		25-09-2017		27-07-2022	58	1	1	2
ıtive - endent tor	Not Applicable		13-03-1988	No				Active	NA		30-06-2021			15	1	1	1
ıtive - endent tor	Not Applicable		01-06-1965	No				Active	NA		30-03-2015				1	0	2

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

gory I ectors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations	Nu mem in Stak Cor (s) i thi entit Reg 26 L Regi
itive - endent tor	Not Applicable		07-03-1967	No				Active	NA		13-08-2022			1.17	1	1	2

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09221360	Kapish Agarwal	Non-Executive - Independent Director	Chairperson	30-06-2021		
2	00969769	Subhash Goyal	Non-Executive - Independent Director	Member	25-09-2017	27-07-2022	
3	00271295	Anita Goyal	Non-Executive - Non Independent Director	Member	30-03-2015		
4	00969896	Sanjana Goyal	Non-Executive - Independent Director	Member	13-08-2022		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09221360	Kapish Agarwal	Non-Executive - Independent Director	Chairperson	30-06-2021		
2	00969769	Subhash Goyal	Non-Executive - Independent Director	Member	25-09-2017	27-07-2022	
3	00271295	Anita Goyal	Non-Executive - Non Independent Director	Member	30-03-2015		
4	00969896	Sanjana Goyal	Non-Executive - Independent Director	Member	13-08-2022		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00271295	Anita Goyal	Non-Executive - Non Independent Director	Chairperson	30-03-2015		
2	00969769	Subhash Goyal	Non-Executive - Independent Director	Member	25-09-2017	27-07-2022	
3	02614232	Amit Goyal	Executive Director	Member	01-04-2014		
4	00969896	Sanjana Goyal	Non-Executive - Independent Director	Member	13-08-2022		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
6							Textual Information(1)

Sr Text Block	
Textual Information(1)	gszfg

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure I								
Annexure I								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	25-04-2022				Yes	4	4	2
2	28-05-2022		32		Yes	4	4	2
3		09-07-2022	41		Yes	4	4	2
4		27-07-2022	17		Yes	3	3	1
5		13-08-2022	16		Yes	4	4	2
6		21-09-2022	38		Yes	4	4	2

Annexure I

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
	Disclosure of notes on meeting of committees explanatory									
1	Audit Committee	28-05-2022				Yes	4	4	2	2
2	Audit Committee	13-08-2022	76			Yes	4	4	2	2
3	Nomination and remuneration committee	28-05-2022				Yes	4	4	2	2
4	Nomination and remuneration committee	13-08-2022	76			Yes	4	4	2	2
5	Stakeholders Relationship Committee	28-05-2022				Yes	4	4	2	2
6	Stakeholders Relationship Committee	13-08-2022	76			Yes	4	4	2	2

Annexure I			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure I

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations. 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure I		
Sr	Subject	Compliance status
1	Name of signatory	sfgdg
2	Designation	Compliance Officer

Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	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	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III		
1	Name of signatory	Jyoti Sharma
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Signatory Details	
Name of signatory	Jyoti Sharma
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	10-10-2022