



ROADWAYS INDIA LIMITED

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

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corporate@roadwaysindia.com www.roadwaysindia.com

CIN : L63090DL1987PLC319212

18th October, 2023

THROUGH COURIER/E-MAIL

Scrip Symbol: Roadways Metropolitan Stock Exchange of India Limited 205(A), 2nd floor, Piramal Agastya Corporate Park, Kamani Junction, LBS Road, Kurla (West), Mumbai – 400070	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 Half Year ended 30th September, 2023

Dear Sir / Madam,

Please find enclosed herewith Compliance Report on Corporate Governance for the quarter and half year ended 30th September, 2023, 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




Sunil Kumar
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, 2023

1. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN ⁵ & 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
Mrs.	Sanjana Goyal	AAHPG2452M00969896	Independent Director	13/08/2022	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/)	Date of Appointment	Date of Resignation
1. Audit Committee	Mr. Kapish Agarwal (Chairman) Mrs. Sanjana Goyal Mrs. Anita Goyal	Independent Independent Non- Executive	30/06/2021 13/08/2022 30/03/2015	- - -
2. Nomination & Remuneration Committee	Mr. Kapish Agarwal (Chairman) Mrs. Sanjana Goyal Mrs. Anita Goyal	Independent Independent Non- Executive	30/06/2021 13/08/2022 30/03/2015	- - -
3. Risk Management Committee (if	N.A.	N.A.	-	-
4. Stakeholders Relationship Committee'	Mrs. Anita Goyal (Chairman) Mrs. Sanjana Goyal Mr. Amit Goyal	Non- Executive Independent Chairperson/Executive	30/03/2015 13/08/2022 01/04/2014	- - -

&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)
25-04-2023 29-05-2023	01-07-2023 25-07-2023 14-08-2023 08-09-2023 29.09.2023	32 days 23 days 19 days 24 days 20 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*
14/08/2023	YES	29-05-2023	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/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


Sunil Kumar
Company Secretary & Compliance Officer



Date: 18.10.2023
Place : New Delhi

Corporate Governance to be submitted by Roadways India Limited for the period ended 30th September 2023 along-with second quarter report of next financial year.


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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
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	NA
Submission of Annual Secretarial Compliance Report	24A(2)	NA
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: 18/10/2023
Place: New Delhi


Sunil Kumar
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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
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								
Disclosure of notes on composition of board of directors explanatory								
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							Yes	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Amit Goyal	AKAPG8969Q	02614232	Executive Director	Chairperson		08-02-1988
2	Mr	Kapish Agarwal	AKYPA6895K	09221360	Non-Executive - Independent Director	Not Applicable		13-03-1988
3	Mrs	Anita Goyal	ADVPG8550D	00271295	Non-Executive - Non Independent Director	Not Applicable		01-06-1965
4	Mrs	Sanjana Goyal	AAHPG2452M	00969896	Non-Executive - Independent Director	Not Applicable		07-03-1967

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active

I. Composition of Board of Directors

Sr	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	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)	Notes for not providing PAN	Notes for not providing DIN
1	NA		05-09-2014	05-09-2019			1	0	1	0		
2	NA		30-06-2021	30-06-2021		27	1	1	1	1		
3	NA		30-03-2015				1	0	2	1		
4	NA		13-08-2022	13-08-2022		13	1	1	2	0		

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	00271295	Anita Goyal	Non-Executive - Non Independent Director	Member	30-03-2015		
3	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	00271295	Anita Goyal	Non-Executive - Non Independent Director	Member	01-04-2014		
3	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	02614232	Amit Goyal	Executive Director	Member	01-04-2014		
3	00969896	Sanjana Goyal	Non-Executive - Independent Director	Member	13-08-2022		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
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 1

Annexure 1

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	25-04-2023				Yes	4	4	2
2	29-05-2023		33		Yes	4	4	2
3		01-07-2023	32		Yes	4	4	2
4		25-07-2023	23		Yes	4	4	2
5		14-08-2023	19		Yes	4	4	2
6		08-09-2023	24		Yes	4	4	2
7		29-09-2023	20		Yes	4	4	2

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
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	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	29-05-2023				Yes	3	3	2	0
2	Audit Committee	14-08-2023	76			Yes	3	3	2	0
3	Nomination and remuneration committee	29-05-2023				Yes	3	3	2	0
4	Nomination and remuneration committee	14-08-2023	76			Yes	3	3	2	0
5	Stakeholders Relationship Committee	29-05-2023				Yes	3	3	2	0
6	Stakeholders Relationship Committee	14-08-2023	76			Yes	3	3	2	0

Annexure 1**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 1**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 1		
Sr	Subject	Compliance status
1	Name of signatory	SUNIL KUMAR
2	Designation	Company Secretary and 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	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	NA	
6	Submission of Annual Secretarial Compliance Report	24A(2)	NA	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
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Annexure III		
1	Name of signatory	SUNIL KUMAR
2	Designation	Company Secretary and Compliance Officer

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

Text Block	
Textual Information(1)	This is not applicable as any loan or any other form of debt or guarantee or security is not advanced or provided by the listed entity directly or indirectly to promoter or promoter group or director or KMPs

Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No

Signatory Details	
Name of signatory	SUNIL KUMAR
Designation of person	Company Secretary and Compliance Officer
Place	NEW DELHI
Date	18-10-2023

