



# ROADWAYS INDIA LIMITED

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

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CIN : L63090DL1987PLC319212

05<sup>th</sup> January, 2024

THROUGH COURIER/E-MAIL

Scrip Symbol: Roadways <b>Metropolitan Stock Exchange of India Limited</b> 205(A), 2nd floor, Piramal Agastya Corporate Park, Kamani Junction, LBS Road, Kurla (West), Mumbai – 400070	Scrip Code : 28160 <b>The Calcutta Stock Exchange Limited</b> 7, Lyons Range Kolkata-700001
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**Sub: Submission of Corporate Governance Compliance Report for the Quarter ended  
31st December, 2023**

Dear Sir / Madam,

Please find enclosed herewith Compliance Report on Corporate Governance for the quarter ended 31st December, 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: 31st December, 2023

**I. Composition of Board of Directors**

Title (Mr./Ms)	Name of the Director	PAN <sup>s</sup> & 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	ADVPPG8550D00271295	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)	Independent	30/06/2021	-
	Mrs. SanjanaGoyal	Independent	13/08/2022	-
	Mrs. Anita Goyal	Non- Executive	30/03/2015	-
2. Nomination & Remuneration Committee	Mr. Kapish Agarwal ( Chairman)	Independent	30/06/2021	-
	Mrs. SanjanaGoyal	Independent	13/08/2022	-
	Mrs. Anita Goyal	Non- Executive	30/03/2015	-
3. Risk Management Committee (if any)	N.A.	N.A.	-	-
	Mrs. Anita Goyal ( Chairman)	Non- Executive	30/03/2015	-
4. Stakeholders Relationship Committee'	Mrs. SanjanaGoyal	Independent	13/08/2022	-
	Mr. Amit Goyal	Chairperson/Executive	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)
01-07-2023 25-07-2023 14-08-2023 08/09/2023 29/09/2023	11/11/2023 22/12/2023	42 days 40 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
11/11/2023	YES	14/08/2023	88 days



\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA) Refer note below</b>
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: 05.01.2024

Place : New Delhi

**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	Quarterly
Date of Report	31-12-2023
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	1	1	1	1		
3	NA		30-03-2015				1	0	2	1		
4	NA		13-08-2022			16	1	1	2	0		

<b>Audit Committee Details</b>							
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		

<b>Nomination and remuneration committee</b>							
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	30-03-2015		
3	00969896	Sanjana Goyal	Non-Executive - Independent Director	Member	13-08-2022		

<b>Stakeholders Relationship Committee</b>							
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		





<b>Other Committee</b>						
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	01-07-2023				Yes	4	4	2
2	25-07-2023		23		Yes	4	4	2
3	14-08-2023		19		Yes	4	4	2
4	08-09-2023		24		Yes	4	4	2
5	29-09-2023		20		Yes	4	4	2
6		11-11-2023	42		Yes	4	4	2
7		22-12-2023	40		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	14-08-2023				Yes	3	3	2	0
2	Audit Committee	11-11-2023	88			Yes	3	3	2	0
3	Nomination and remuneration committee	14-08-2023				Yes	3	3	2	0
4	Nomination and remuneration committee	11-11-2023	88			Yes	3	3	2	0
5	Stakeholders Relationship Committee	14-08-2023				Yes	3	3	1	0
6	Stakeholders Relationship Committee	11-11-2023	88			Yes	3	3	1	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

<b>Details of Cyber security incidence</b>	
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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
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**Signatory Details**

Name of signatory	SUNIL KUMAR
Designation of person	Company Secretary and Compliance Officer
Place	NEW DELHI
Date	05-01-2024

