



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

06th September, 2022

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: 28160 The Calcutta Stock Exchange 7, Lyons Range Kolkata-700001
--	---

Dear Sir,

Sub: Annual Report for 35th Annual General Meeting

This is in continuation to our letter dated 13th August, 2022, wherein the Company had informed that the Annual General Meeting of the Company is scheduled to be held on Friday, 30th September, 2022 at 10.30 am at Plot No. 53-A/8, Rama Road Industrial Area, New Delhi-110015.

The Company will provide to its members the facility to cast their vote(s) on all resolutions set out in the Notice by electronic means ("e-voting"). The Remote e-voting Details are given below:

Cut-off Date for ascertaining list of shareholder for remote e-voting	24 th September, 2022
Remote e-voting Start date with time	Tuesday, 27 th September, 2022 (09.30 A.M.)
Remote e-voting End date with time	Thursday, 29 th September, 2022 (5.00 P.M.)
Date of AGM	Friday, 30 th September, 2022

In terms of the requirements of Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit copy of Annual Report including Notice of AGM.

Hope you shall find the above in order & request you to take the same on record.

Thanking You

For Roadways India Limited


Jyoti Sharma
Company Secretary & Compliance Officer
Encl: a/a



35th ANNUAL REPORT

2021-2022



www.roadwaysindia.com

ROADWAYS INDIA LIMITED

COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Amit Goyal

Chairman & Managing Director

Mr. Subhash Goyal

Independent Director

Mr. Kapish Agarwal

Independent Director

Mrs. Anita Goyal

Non- Executive Director

Mr. Vineet Goyal

Chief Financial Officer

Mrs. Jyoti Sharma

Company Secretary

BOARD COMMITTEES

AUDIT COMMITTEE

Mr. Kapish Agarwal- Chairman
Mr. Subhash Goyal
Mrs. Anita Goyal

REMUNERATION/ NOMINATION COMMITTEE

Mr. Kapish Agarwal - Chairman
Mr. Subhash Goyal
Mrs. Anita Goyal

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mrs. Anita Goyal- Chairman
Mr. Subhash Goyal
Mr. Amit Goyal

REGISTERED OFFICE

Plot No. 53-A/8, Rama Road Industrial Area,
New Delhi-110005
Tel No.: 011-47192065
Fax: 011-25815456
E-mail: corporate@roadwaysindia.com
Website: www.roadwaysindia.com

AUDITORS
STATUTORY AUDITOR

M/s. Anoop Agarwal & Co
Chartered Accountants,
Delhi

SECRETARIAL AUDITOR

Neeta Sharma & Co
Practicing Company Secretaries
Delhi

REGISTRAR AND TRANSFER AGENTS

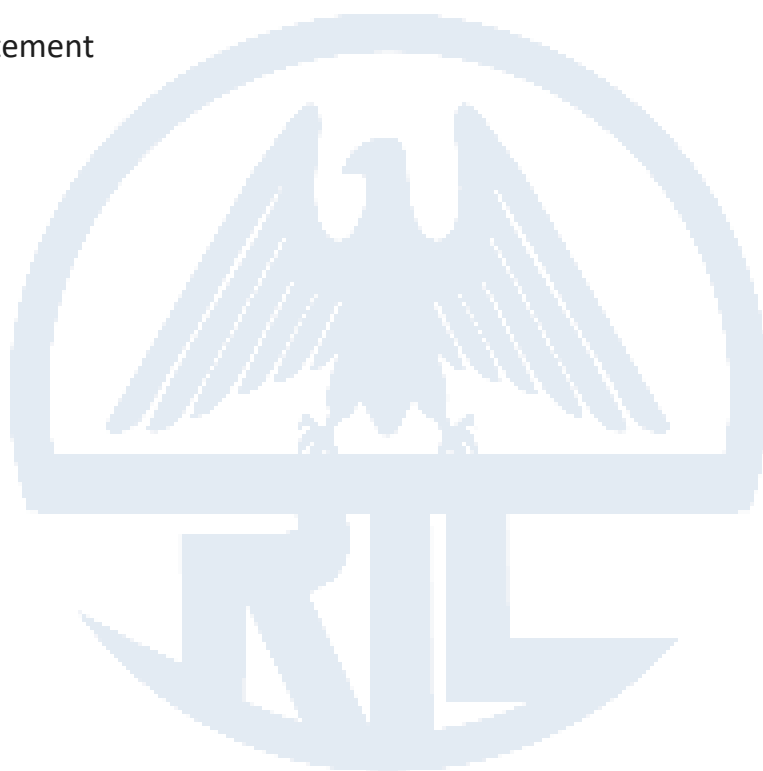
Skyline Financial Services Private Limited
D-153 A, 1st Floor, Okhla Industrial Area,
Phase - I, New Delhi - 110020
Tel: 011-26812682-83, 011-64732681-88
Fax: 011-26812682
E-mail: grievances@skylinerta.com
Website: www.skylinerta.com

BANKERS

Kotak Mahindra Bank
Canara Bank
Yes Bank

CONTENTS

Management Discussion and Analysis Report	3
Notice	7
Boards' Report	15
Report on Corporate Governance	36
Independent Auditor's Report	48
Financial Statement	59



MANAGEMENT DISCUSSION AND ANALYSIS

India Economy Overview

“India is on the path to a sustained economic recovery, thanks to the vigorous countrywide drive to deliver safe and wide-reaching COVID-19 vaccinations, which helped reduce the severity of the third pandemic wave with minimal disruptions to mobility and economic activity. The Government of India’s policy to improve logistics infrastructure, incentives to facilitate industrial production, and measures to improve farmers’ income will support the country’s accelerated recovery.

Risks to the outlook include uncertain global economic conditions, potential new surges in COVID-19 cases, and sharp rises in commodity prices.

Large public infrastructure investments planned over the next 2 years will encourage more private investment. Together with the PM Gati Shakti initiative to improve India’s logistics infrastructure, increased financial and technical support to states to expand capital investment will boost infrastructure spending and help spur economic growth. Private consumption will pick up as labor market conditions improve. Forecasts are based on a normal monsoon, which, coupled with rising wheat prices, is expected to boost agriculture output and improve farmers’ income. The government’s production-linked incentive scheme will provide a thrust to the manufacturing sector in FY2022 and FY2023.

Inflation will likely increase to 5.8% in FY2022 amid rising oil prices. While monetary policy will remain accommodative, the central bank may hike policy rates in the later part of the fiscal year due to tightening of the United States federal funds rate and elevated oil prices. The current account deficit is projected to widen to 2.8% of gross domestic product in FY2022 due to the rising oil import bill, and is expected to decline to 1.9% in FY2023 amid an uptick in export growth. Foreign direct investment inflow is expected to moderate amid rising global uncertainty and tightening of global economic and financial conditions.

Indian Logistics Industry Overview

The Indian logistics industry is growing, especially after facing a slowdown in the last two years and is expected to reach USD 380 Bn mark by 2025. Constant growth in online buying and thus e-commerce business, the government’s focus on localised manufacturing through “Make in India” drive, and the onset of many D2C businesses – all these augurs well for the Indian Logistics Industry in 2022 and beyond.

India’s logistics market is expected to expand at an annual compounded growth rate of 8% over the next five years, reaching USD 330 billion by 2025. This expansion will be supported by several factors, including the fast-developing Ecommerce industry, impending technical advancements, and an expanding retail sales market.

In 2021, India’s intercity logistics expenditure was USD 209 billion, accounting for approximately 87 percent of overall logistics expenditure. The on-demand/spot market accounted for 63% of total spending, while the contract market accounted for 37%. Metro cities accounted for as much as 40 percent, or USD 84-billion of the total inter-city logistics spend of USD 209 billion.

India’s freight business has a massive spot market, with USD 120-130 billion in annual trade value expanding at a rate of 9-10 percentage. Agriculture accounts for 25% of the entire spot market. Due to their modest production quantities and drop sizes, MSMEs operate on the spot market, accounting for 25% of total truck bookings. The remaining 50% is driven by large manufacturing enterprises that reserve FTL trucks on a spot basis.

Challenges

Bulk Order Intensity Ratio

Keeping up with bulk order timelines is a herculean task for transportation companies. Every Indian Transportation Company in the Logistic Sector has faced the exhausting issue of keeping up with the supply-chain timeline in the event of receiving bulk load of orders. In the instance of high volume of orders received, it often gets difficult to prioritize and juggle orders and deliveries on an extremely tight timeline. This challenge gets aggravated when the company has limited resources, owing to the difficult payment cycles. Festival time is the best example of mass delays in delivery schedules, when an overall failure of the ETA mechanism can be observed

Hike in Fuel Cost

Fuel cost is one of the biggest challenges faced by the transportation companies in the Indian logistic sector. The inflation in fuel prices results in increase of transportation costs to the shippers. Rise in fuel prices constantly increase the surcharges added to freight rates. This naturally cuts down the revenue and earnings of truckers, as fuel prices increase.

Dearth of Skilled Personnel

The Indian Logistics sector faces an alarming lack of skilled manpower and specialized personnel. With the advent of modern technology, there is a keen requirement for technically skilled labor. However, the laborers are under-skilled, over-worked and lack the desired skill-set to make the process efficient. Also, to save on capital, companies compromise on the training and payment of their logistics staff. Resultantly, these companies face the problem of high labor turnover, increased training costs and under-performing human resource.

Inadequate and Overstressed Delivery Staff

Overstressed delivery staff is a grave challenge faced by the supply chain of the Indian logistic sector. Every transportation company in India faces the problem of employing and retaining their delivery staff. The industry faces a shortage of delivery personnel, leading to the workloads of multiple time-bound deliveries being placed on the current workers. This obviously leads to them getting burnt out and discouraged with the pressure and with overwork.

Pitiable Warehousing Conditions

Another major challenge is storage. The unfortunate plight of pitiable warehousing facilities in India is no secret. Cargos incur immense damage owing to pest-infested warehouses, damage due to leakages, lack of proper storage space, and much more. This is most predominant in case of low margin goods and cargo. Also, the Governments use the big warehouses to store grains, leaving very little space for cargo storage.

Opportunities & Emerging trends

Robots, autonomous vehicles, and AI technologies

Robotic solutions will be more dominant in the warehousing and delivery sectors. Recently, robots started taking over inventory activities with their automated systems to pick, move, and organize packages. Furthermore, autonomous trucks are expected to begin working in the near future, along with delivery drones. Automated air delivery showed high efficiency in the last couple of years, supporting the healthcare field during the pandemic. Since then, it has been under the spotlight to become a prominent player in the supply chain industry.

Digital transformation and cloud-based solutions

Logistics companies rapidly evolve and adapt agile cloud-based platforms to organize their daily interactions. These solutions provide a unified online hub to connect service providers, clients, and

3rd party contractors from different parts of the world. It helps archive their conversations and documents them over the cloud to be accessed anywhere and anytime.

Better relationships with suppliers

Until recently, supplier relationship management (SRM) was not widespread, but more companies started to consider the importance of building a long-term mutual-benefit relationship with suppliers and service providers. Research done by Mckinsey&Company showed that “Companies with advanced supplier-collaboration capabilities tend to outperform their peers.”

SRM helps reduce the consequences of sudden changes and emergencies. Building a good relationship with suppliers heavily affected the logistics industry. Nowadays, many businesses are trying to keep an updated database of trusted logistic service providers to be more flexible in critical situations. The interest in SRM software is predicted to keep growing throughout 2022.

Sustainable solutions and green logistics

The interest in achieving sustainability will keep rising in 2022 since sustainable supply chain logistics have been under the microscope for multiple years so far. More logistics companies are adopting eco-friendly solutions and green technologies to achieve a balance between financial growth and environmental care.

Discussion on Financial Performance with respect to Operational Performance

The key strategy of the Company will be focused around:

1. Timely completion of Project
2. Financial strength & liquidity
3. Professional Management

During the year under review, the Company registered total revenue of Rs. 47,07,14,234.68 as compared to Rs. 50,16,71,861.70 for the previous year and Profit before tax of Rs. 6,77,979.91 for the year under review as compared to loss of Rs. 1,49,86,769.06 for the previous year.

Material Developments Human Resources / Industrial Relations

The Company has cordial relation with the employees of the company. The staff has the depth of experience and skills to handle company's activities. Skilled team of workers and other professionals ensure superior quality standards during every stage of work. The total employee strength as on March 31, 2022 was 61.

Internal Control System and their Adequacy

The Management of the Company is committed to ensuring effective internal control systems commensurate with the size and the complexity of the business. The Company has established adequate and effective internal controls to achieve its compliance and reporting objectives. The controls are deployed through various policies and procedures. These policies and procedures are periodically revisited to ensure that they remain updated with the changes in the business environment. Policies and processes are regularly tested by internal and statutory auditors. Suggestions to further strengthen policies and processes or to make them more effective are shared with respective process owners and changes are made.

The Company continues to invest in various IT initiatives to automate controls to the extent possible, in order to minimise errors and lapses. The Audit Committee reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations.

Cautionary Statement

The statements made in this report describing the Company's objectives, projections, estimates and expectations, may constitute 'forward-looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.



NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the Company will be held on Friday, the 30th day of September, 2022 at 10:30 A.M. at Plot No. 53-A/8, Rama Road Industrial Area, New Delhi-110015, India to transact the following businesses:-

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon; and
2. To appoint a Director in place of Mrs. Anita Goyal (DIN: 00271295), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. **Regularization of Additional Director, Mrs. Sanjana Goyal (DIN: 00969896) as Director of the Company**

To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions including any modification or re-enactment thereof, if any, of the Companies Act, 2013 & rules made thereunder and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Sanjana Goyal (DIN: 00969896), who was appointed as Additional Director by the Board of Directors and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, for a period of five consecutive years commencing from 13th August, 2022.

RESOLVED FURTHER THAT the Board of Directors be & are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolution"

By the order of the Board
For Roadways India Limited
Sd/-

Amit Goyal
Managing Director
DIN: 02614232

Place: New Delhi
Date: 13th August, 2022

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty Members holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a Proxy for any other member. The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.

3. Corporate member intending to send their authorized representative to attend and vote at the meeting are requested to send a certified true copy of the Board Resolution authorising them in this behalf.
4. The Share Transfer Books and Register of Members of the Company will remain closed from Saturday, 24th September, 2022 to Friday, 30th September, 2022 (both days inclusive).
5. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Reports, Notices, Circulars, etc. from the Company, electronically.
6. **Members holding shares in physical mode:**
 - (a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company/Skyline Financial Services Private Limited, if not registered with the Company as mandated by SEBI.
 - (b) are advised to register the nomination in respect of their shareholding in the Company.
7. **Members holding shares in electronic mode:**
 - (a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts
 - (b) are advised to contact their respective DPs for registering the nomination.
8. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized form from w.e.f. April 1, 2019. Accordingly, the Company/Registrar has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
9. Details required under Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") in respect of the Director seeking appointment/re-appointment at the Annual General Meeting is provided in the AGM notice.
10. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. The Annual Report, Notice of AGM, Proxy Form and Attendance Slip are also available at the Company's website at www.roadwaysindia.com.
11. All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company during the office hours on all working days between 10.00 AM to 4.00 PM up to the date of conclusion of Annual General Meeting.
12. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are annexed to the Notice. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM. The Board has appointed Neeta Sharma, Practicing Company Secretary (Membership No. ACS: 40845; CP No: 19364), as the Scrutinizer to scrutinize the e-voting/ ballot process in a fair and transparent manner.
13. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than 48 (forty eight) hours from the conclusion of the Meeting, make a scrutinizer's report and submit the same to the Chairman. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.roadwaysindia.com and on the website of CDSL and shall also be intimated to the Stock Exchanges where shares of the Company are listed.

By the order of the Board
For Roadways India Limited

Sd/-

Amit Goyal
Managing Director
DIN: 02614232

Place: New Delhi
Date: 13th August, 2022

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and Section 108 of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of **Central Depository Services Limited (CDSL)** for the purpose of providing e-voting facility to all its members.

The e-Voting facility is available at the link www.evotingindia.com.

(i) The voting period begins on Tuesday, 27th September, 2022 at 09:30 A.M. and ends on Thursday, 29th September, 2022 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24th September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &</p>

	<p>voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

<u>Login type</u>	<u>Helpdesk details</u>
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; corporate@roadwaysindia.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to corporate@roadwaysindia.com/ viren@skylinert.com (RTA email id).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT

Annexed to the Notice convening the 35th Annual General Meeting to be held on Friday, 30th September, 2022.

ITEM NO. 3

Based upon the recommendations of the Nomination and Remuneration Committee, the Board of Directors had appointed Mrs. Sanjana Goyal (DIN: 00969896) as Additional Director in the category of Non-Executive Independent Director, for a term of five years, with effect from 13th August, 2022, subject to approval of shareholders in the Annual General Meeting (AGM).

Pursuant to the provisions of Section 161(1) of the Act and the Article of Association of the Company, Mrs. Sanjana Goyal holds office up to the date of this AGM. The Board is of the view that the appointment of Mrs. Sanjana Goyal as Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 3 for approval by the members of the Company.

Mrs. Sanjana Goyal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has also received declaration from him that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(2) of the SEBI Listing Regulations, 2015.

His brief resume, nature of expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and other details are annexed to this notice.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

A BRIEF PROFILE OF THE DIRECTORS TO BE APPOINTED/ RE-APPOINTED

Particulars	Mrs. Anita Goyal	Mrs. Sanjana Goyal
Date of Birth	1 st June, 1965	07 th March, 1967
Qualifications	Graduate	Graduate
Expertise in specific Functional Area	21 Years' experience in Logistics Business	30 years' experience in process excellence, business consulting, program management and operations.
Date of first appointment on the Board	1 st June, 1999	13 th August, 2022
Directorship held in other Companies	-	-
Memberships/ Chairmanships of committees of other companies	-	-

**IMPORTANT & URGENT
FOR YOUR IMMEDIATE ACTION**

Dear Shareholder(s)

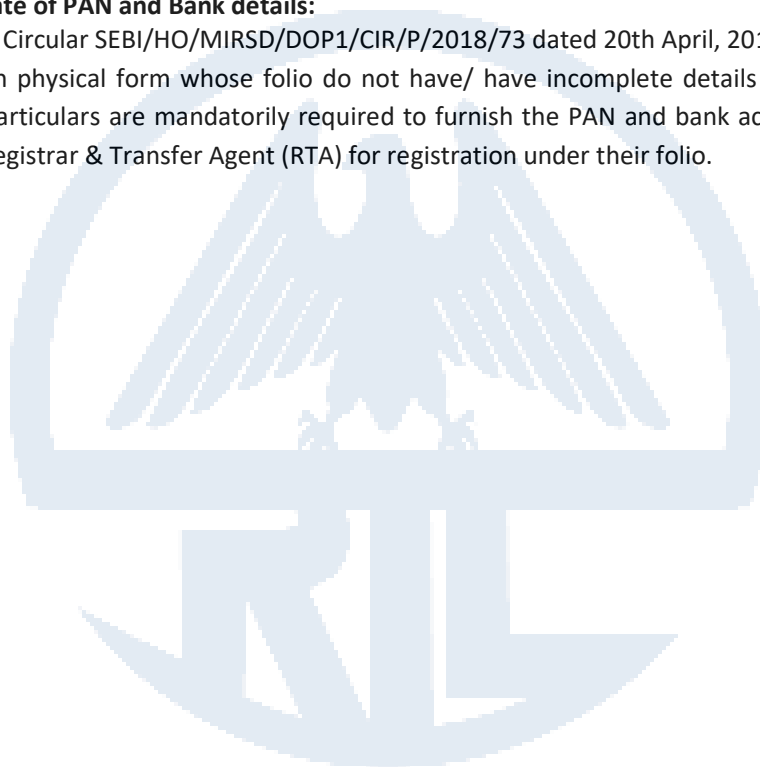
Compulsory Dematerialization of shares of listed company:

SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors.

Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.

Mandatory update of PAN and Bank details:

Pursuant to SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, shareholders holding shares in physical form whose folio do not have/ have incomplete details with respect to PAN and bank particulars are mandatorily required to furnish the PAN and bank account details to the Company/ Registrar & Transfer Agent (RTA) for registration under their folio.



BOARDS' REPORT

Dear Members,

The Board of Directors are pleased to present the 35th Annual Report together with the audited financial statements (standalone) for the financial year ended 31st March, 2022.

FINANCIAL RESULTS

The highlight of Standalone Financial Results of your Company is summarized below:-

(in Rs.)

Particulars	2021-22	2020-21
Profit Before Tax	6,77,979.91	(1,49,86,769.06)
Less: Provision for Tax	9,50,781.00	(11,52,978.00)
Profit after Tax	(2,72,801.09)	(1,38,33,791.06)
Add: Profit brought forward from previous year	10,85,20,793.51	12,23,71,978.57
Surplus available for appropriation	10,82,47,992.42	10,85,38,187.51
Less: Transfer to General Reserve	0	0
Retained Profits carried forward	10,82,47,992.42	10,85,38,187.51

OPERATIONS

During the year under review, the total sales of your Company was Rs. 46,37,27,227.16 as against Rs. 49,79,27,088.50 from the previous year indicating decrease of Rs. 3,41,99,861.34 which was about 6.87% decline over the last year. The year under review resulted in loss of Rs. 2,72,801.09 as against Loss of Rs. 1,38,51,185.06 during the previous year.

SHARE CAPITAL

The paid-up Equity Share Capital as at 31st March, 2022 stood at Rs. 3,52,02,000/-. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on 31st March 2022, none of the Directors of the Company hold any instruments convertible into equity shares of the Company.

DIVIDEND

In light of capital requirement for business purposes, the Director regrets their inability to propose any dividend for the year ended 31st March, 2022.

TRANSFER TO RESERVES

During the year under review, no amount was transferred to Reserves.

SUBSIDIARIES, JOINT VENTURES & ASSOCIATE COMPANIES

The Company does not have any subsidiary, Joint Venture and Associate Company.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company maintains appropriate systems of internal control, including monitoring procedures, to ensure that all assets are safeguarded against loss from unauthorized use or disposal. Company

policies, guidelines and procedures provide for adequate checks and balances and are meant to ensure that all transactions are authorized, recorded and reported correctly.

The Internal Audit reviews the effectiveness and efficiency of these systems and procedures to ensure that all assets are protected against loss and that the financial and operational information is accurate and complete in all respects. The Audit Committee approves and reviews audit plans for the year based on internal risk assessment. Audits are conducted on an ongoing basis and significant deviations are brought to the notice of the Audit Committee of the Board of Directors following which corrective action is recommended for implementation. All these measures facilitate timely detection of any irregularities and early remedial steps.

During the year, the Company conducted a detailed review of its internal control systems, evaluated the internal financial control systems with the Audit Committee and discussed relevant issues with internal and statutory auditors. Based on the recommendations of the Audit Committee, the Board has stated in its responsibility statement that the Company followed proper internal financial controls and that such internal financial controls are adequate and were operating effectively.

MANAGEMENT DISCUSSION AND ANALYSIS

In terms of the provisions of Regulation 34 of SEBI Listing Regulations, a report on the Management's Discussion and Analysis is appended hereto and forms part of this report.

RISK MANAGEMENT

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses, and define a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews.

WHISTLE BLOWER MECHANISM

The Company has established a vigil mechanism to provide a framework to promote responsible and secure whistle blowing and to provide a channel to the employees and Directors to report to the management, concerns about unethical behavior, actual or suspected fraud or violation of the code of conduct or policy of the Company, as framed/ adopted from time to time.

The mechanism provides for adequate safeguards against victimization of employees & Directors to avail of the mechanism & also provide for direct access to the Chairperson of the Audit Committee in exceptional cases.

The Vigil Mechanism policy is available on the website (www.roadwaysindia.com) of the Company.

DIRECTORS & KEY MANAGERIAL PERSONNEL (KMPs)

(i) CESSATION

Mr. Subhash Goyal (DIN: 00969769), Non-Executive (Independent) Director resigned from the Board of the Company with effect from 27th July, 2022 to pursue other interests. Consequently, he also ceased to be a Member of the Audit Committee and Nomination & Remuneration Committee from the said date.

(ii) APPOINTMENT

Based upon recommendation of Nomination & Remuneration Committee, Mrs. Sanjana Goyal (DIN: 00969896) has been appointed as an Additional Director in the capacity of Non-Executive Independent Director w.e.f. 13th August, 2022 by the Board of Directors, for a period of five Years subject to the approval of the shareholders in the ensuing AGM. A resolution seeking shareholders' approval for his appointment forms part of the Notice of AGM.

Considering his experience and expertise, the Board recommends his appointment.

Mrs. Sanjana Goyal has confirmed that he is not debarred from holding the office of Director pursuant to any SEBI order or any other regularity authority.

The Company has also received declaration from him that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(2) of the SEBI Listing Regulations, 2015.

As per the provisions of Section 152 of the Act, Mrs. Anita Goyal (DIN: 00271295), retire by rotation and being eligible, offer herself for re-appointment.

Brief resume of director seeking appointment/ re-appointment along with other details as stipulated under the SEBI Listing Regulations are provided in the Notice for convening the AGM.

(iii) KEY MANAGERIAL PERSONNEL

Mrs. Jyoti Sharma was appointed as Company Secretary & Compliance Officer w.e.f 24th December, 2021 in place of Ms. Himani Gusain who resigned the Company w.e.f 12th November, 2021.

STATUTORY DISCLOSURES

None of the Directors of your Company are disqualified as per provisions of Section 164(2) of the Companies Act, 2013. Your Directors have made necessary disclosures, as required under various provisions of the Companies Act, 2013 and SEBI Listing Regulations.

MEETINGS OF THE BOARD

The Board meets at regular intervals to discuss and decide on Company's business policies and strategy apart from other businesses. The Board met Seven times during the year, details of which are given in the Corporate Governance report forming part of this report.

AUDIT COMMITTEE MEETINGS

The composition of the Audit Committee is in compliance with the provisions of the Act & the SEBI Listing Regulations. The detailed information regarding the Audit Committee forms part of the Corporate Governance Report.

The Board has accepted all the recommendations made by the Audit Committee during the year.

MEETING OF INDEPENDENT DIRECTORS

For the Financial Year 2021-22, one separate meeting of the Independent Directors was held. The details of the meeting are laid out in the Corporate Governance Report.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Board has carried out an evaluation of its own performance, the Directors (including Independent, Non

Executive and Executive Directors) individually, the performance of its Chairman as well as the evaluation of the working of its Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report which forms part of this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the directors have prepared the annual accounts on a going concern basis;
- e. the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed herewith as “**Annexure A**” to this Report. Further, as required under section 134(3)(c) of the Companies Act, 2013, the Annual Return is put up on the Company's website and can be accessed at www.roadwaysindia.com.

AUDITORS

(i) STATUTORY AUDITORS

Pursuant to Section 139 of the Act, M/s. Anoop Agarwal & Co., Chartered Accountants, (Firm Registration No. 088479) were re-appointed as Auditors of the Company for a second term of five consecutive years, at the 33rd AGM held on 30th September, 2020. The Auditors have confirmed that they are not disqualified from continuing as Auditors of the Company.

The Statutory Auditors' Report for FY 2021-22 does not contain any qualification, reservation or adverse remark but they have suggested some points for the betterment of the company.

(ii) REPORTING OF FRAUDS BY AUDITORS

As per provision of Section 143 (12) of the Companies Act, 2013, the statutory auditor has not reported any instances of fraud by the Company, by its officers or employees.

(iii) INTERNAL AUDIT

Pursuant to Section 138 of the Act & rules made thereunder, M/s KSPM & Co., Chartered Accountants, (Firm Registration No. 019013C) was appointed as the Internal Auditors of the company for the Financial Year 2021-22, who is responsible for performance of duties as internal auditors of the company and their report will be reviewed by the audit committee from time to time.

(iv) SECRETARIAL AUDIT

The Company has undertaken Secretarial Audit for the financial year 2021-22 which, inter alia, includes audit of compliance with the Companies Act, 2013, and the Rules made under the Act, Listing Regulations and applicable Regulations prescribed by SEBI and Foreign Exchange Management Act, 1999 and Secretarial Standards issued by the Institute of the Company Secretaries of India. The Secretarial Audit Report forms part of this Annual Report as “Annexure B” and contains the following observations by Secretarial Auditor.

1. The Company has not taken the efforts yet for the due Compliances of the provisions of Maternity Benefits Act, 1961 and other social security law.
2. The Company has not complied with the provisions of Carriage of Goods Act, 2007 and Motor Transport workers Act, 1961.

Explanation by the Board: The Company will take necessary steps to comply with the same.

RELATED PARTY TRANSACTIONS

All transactions entered into with related parties as defined under Section 188 of the Act, during the financial year under review, were in the ordinary course of business and on arm's length basis.

The disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013, in Form AOC-2 is annexed herewith as “Annexure C”.

Further, details on the policy of the Company with respect to the transactions with related parties are given in the Corporate Governance Report and are also available on the website of the Company.

DETAILS OF LOANS/GUARANTEES/INVESTMENTS MADE

The particulars of loans given, investments made, guarantees given and securities provided are provided in the financial statement forming part of the Annual Report.

COMPLIANCE WITH SECRETARIAL STANDARDS

During the year, the company has duly complied with all the applicable Secretarial Standards as issued by ICSI and that such systems are adequate and operating effectively.

LISTING INFORMATION

The equity shares of your Company are presently listed on the Calcutta Stock Exchange and the Metropolitan Stock Exchange of India Limited ('MSE').

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, forms part of this report and annexed herewith as “Annexure D”.

Your Company has following top Ten employees, whose particulars are required to be given under the provision of section 134(3) of the Companies Act, 2013 read with the Companies (Appointment & Remuneration Personnel) Rules, 2014.

Name	Designation	LPA	Age	Nature of Employment	Qualifications and Experience of the employee	Date of commencement of employment	% of equity shares held by the employee in the company
Mr. Vineet Goyal	CFO	16,80,000	01.02.91	Permanent	Post Graduate	01.10.12	181,900
Mr. Kundan Singh	AGM- Acc & Fin	9,49,866	11.08.84	Permanent	Chartered Accountant	01.05.14	-
Mr. Pushkar Mal Gupta	Divl Manager	6,09,060	06.07.78	Permanent	Graduate	01.06.14	-
Mr. Vijay Mishra	Accounts Manager	5,62,500	23.02.82	Permanent	MBA	01.01.21	
Mr. Jai Bhagwan Sharma	Sr. Branch Manager	5,31,060	03.04.64	Permanent	Matric	01.03.96	-
Mr. Brijesh Chandra Pandey	Branch Manager	4,49,688	05.05.71	Permanent	Graduate	17.05.15	-
Mr. Satbir Singh Chahal	Branch Manager	4,42,188	05.07.78	Permanent	Graduate	17.01.08	-
Mr. Ramprasad Choudhary	Divisional Manager	4,37,160	05.01.63	Permanent	Post Graduate	06.09.08	-
Mr. Bahadur Singh Bishnoi	Branch Manager	4,25,340	07.02.71	Permanent	Graduate	01.04.97	
Mr. Rahul Kumar Chauhan	Accounts Officer	3,98,621	15.05.87	Permanent	CA Inter	01.06.16	

CORPORATE GOVERNANCE

As per Regulation 34(3) read with Schedule V of the SEBI Listing Regulations, a separate report on Corporate Governance is enclosed herewith and forms part of this report.

POLICY FOR PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT

Your Company has adopted a policy for prevention, prohibition and redressal of sexual harassment. As per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made thereunder, your Company has constituted an Internal Complaints Committee.

During the year, no complaint with allegations of sexual harassment was filed with the Company.

HUMAN RESOURCE

Human Resource is not only an integral part of any organisation but also strive its success and growth. The Company believes that human resources are the key resources and integral part the organisation and endeavors to create a culture of openness and empowerment amongst its employees and provide good carrier development.

Your Company believes in trust transparency & teamwork to improve employees productivity at all levels and is committed to the welfare of the employees and their families by putting review and reward system in place.

DEPOSITS

The Company has not accepted any deposits during the year within the meaning of Section 73 of the Companies Act, 2013 and the Rules made thereunder.

SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

CHANGE IN NATURE OF BUSINESS

During the year under review, there was no change in general character or nature of business.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is not applicable considering the nature activities undertaken by the Company during the year under review:

(A) Conservation of energy-

(i)	the steps taken or impact on conservation of energy	Not Applicable
(ii)	the steps taken by the company for utilizing alternate sources of energy	
(iii)	the capital investment on energy conservation equipments	

(B) Technology absorption-

(i)	the efforts made towards technology absorption	Not Applicable
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	Not Applicable
	(a) the details of technology imported	
	(b) the year of import;	
	(c) whether the technology been fully absorbed	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
(iv)	the expenditure incurred on Research and Development	Not Applicable

(C) Foreign exchange earnings and Outgo- NIL

ACKNOWLEDGMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on behalf of the Board
For **Roadways India Limited**

Sd/-

Amit Goyal

Chairman & Managing Director

DIN: 02614232

Place: New Delhi

Date: 13th August, 2022



Annexure-A
Form No. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st MARCH, 2022

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I REGISTRATION AND OTHER DETAILS:

i.	CIN	L63090DL1987PLC319212
ii.	Registration Date	27/01/1987
iii.	Name of the Company	Roadways India Ltd
iv.	Category/Sub-Category of the Company	Company Limited by Shares
v.	Address of the Registered office and contact details	Plot No. 53-A/8, Rama Road Industrial Area, New Delhi- 110015 Email id: corporate@roadwaysindia.com Website:-www.roadwaysindia.com
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Skyline Financial Services Private Limited D-153 A, 1 st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 Tel.: 011-26812682,83, 011-64732681 to 88 Fax:-011-26812682 Mail Id :- grievances@skylinerta.com Website :- http:// www.skylinerta.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Freight Transport by Motor Vehicles	7030	98.52%

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1	Nil	Nil	Nil	Nil	Nil

IV SHAREHOLDING PATTERN (Equity Share Capital Breakup as % to Total Equity)

i. Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares hold at the end of the year				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	

A. Promoter									
1) Indian									
a) Individual/ HUF	1656100	0	1656100	47.05	1656100	0	1656100	47.05	0
b) Central Govt									0
c) State Govt(s)									0
d) Bodies Corp	907100	0	907100	25.76	907100	0	907100	25.76	0
e) Banks / FI									0
f) Any Other									0
Sub-total A(1):-	2563200	0	2563200	72.81	2563200	0	2563200	72.81	0
2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
B. Public Shareholding									
1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total(B)(1)	0	0	0	0	0	0	0	0	0
2) Non Institutions									
a) Bodies Corporate	19900	9800	29700	0.85	20400	9800	30200	0.86	0.01
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	119319	714201	833520	23.68	119159	713801	832960	23.66	-0.02
(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	53200	38700	91900	2.61	53200	38700	91900	2.61	0
c) Others (Specify)	1680	200	1880	0.05	1740	200	1940	0.06	0.01
Sub-total(B)(2)	194099	762901	957000	27.19	194499	762501	957000	27.19	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	194099	762901	957000	27.19	194499	762501	957000	27.19	0
C. Shares held by Custodian for GDRs & ADRs									0
Grand Total (A+B+C)	2757299	762901	3520200	100	2757699	762501	3520200	100	0

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Triplerank Marketing Pvt Ltd	481300	13.67	-	481300	13.67	-	-
2	Duluck Investment And Leasing Private Ltd	425800	12.10	-	425800	12.10	-	-
3	Mahender Kumar Goyal Huf	389300	11.06	-	389300	11.06	-	-
4	Mr. Mahender Kumar Goyal	366300	10.41	-	366300	10.41	-	-
5	Mr. Amit Goyal	359500	10.21	-	359500	10.21	-	-
6	Mrs. Anita Goyal	359100	10.2	-	359100	10.2	-	-
7	Mr. Vineet Goyal	181900	5.17	-	181900	5.17	-	-
	Total	2563200	72.82	-	2563200	72.82	-	-

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No	Name of the Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
During the year there is no change					

iv. Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and holders of GDR and ADR)

S.No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Kiran Ch				
	At the beginning of the year	38700	1.01		
	At the End of the year			38700	1.01
2	Saroj Sharma				
	At the beginning of the year	30200	0.86		
	At the End of the year			30200	0.86
3	Ram Gopal Sharma				
	At the beginning of the year	23000	0.65		
	At the End of the year			23000	0.65
4	Tara Devi Sharma				
	At the beginning of the year	13000	0.37		
	At the End of the year			13000	0.37

5	ARC Infrastructures Private Limited				
	At the beginning of the year	10000	0.28		
	At the End of the year			10000	0.28
6	Meena Singhal				
	At the beginning of the year	7500	0.21		
	At the End of the year			7500	0.21
7	Meena Agrawal				
	At the beginning of the year	6200	0.18		
	At the End of the year			6200	0.18
8	Vikrant Investments & Impex Ltd				
	At the beginning of the year	6200	0.18		
	At the End of the year			6200	0.18
9	ABC Financial Services Pvt. Ltd.				
	At the beginning of the year	6200	0.18		
	At the End of the year			6200	0.18
10	Vasireddy Krishna Swamy				
	At the beginning of the year	6000	0.17		
	At the End of the year			6000	0.17

v. Shareholding of Directors and Key Managerial Personnel

S.No.	Name of the Director/ KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Amit Goyal				
	At the beginning of the year	359500	10.21	-	-
	At the End of the year	-	-	359500	10.21
2.	Mrs. Anita Goyal				
	At the beginning of the year	359100	10.2	-	-
	At the End of the year	-	-	359100	10.2
3.	Mr. Kapish Agarwal				
	At the beginning of the year	-	-	-	-
	At the End of the year	-	-	-	-
4.	Mr. Subhash Goyal				
	At the beginning of the year	-	-	-	-
	At the End of the year	-	-	-	-
5.	Vineet Goyal				
	At the beginning of the year	181900	5.17	-	-
	At the End of the year	-	-	181900	5.17

vi. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	11,30,00,000.00	-	11,30,00,000.00
ii) Interest due but not paid	-	6,97,625.00	-	6,97,625.00
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	11,36,97,625.00	-	11,36,97,625.00
Change in Indebtedness during the financial year				
Additions	1,33,25,000.00	3,45,70,908.00	-	4,78,95,908.00
Reduction	3,25,392.95	1,32,68,533.00	-	1,35,93,925.95
Net Change	1,29,99,607.05	2,13,02,375.00	-	3,43,01,982.05
Indebtedness at the end of the financial year				
i) Principal Amount	1,29,99,607.05	13,50,00,000.00	-	13,50,00,000.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1,29,99,607.05	13,50,00,000.00	-	13,50,00,000.00

vii. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

S.No.	Particulars	Mr. Amit Goyal	Total
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18,00,000 P.A.	18,00,000 P.A.
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as% of profit - others, specify...	-	-
5.	Others, please specify	-	-
	Total(A)	18,00,000 P.A.	18,00,000 P.A.

B. Remuneration to other directors:

S.No.	Particulars			Total
I. Independent Directors				
(a)	Fee for attending Board/ Committee meetings	-	-	-
(b)	Commissions	-	-	-
	Total (I)	-	-	-
II. Non-Executive Non Independent Directors				
(a)	Fee for attending Board/ Committee meetings	-	-	-
(b)	Commissions	-	-	-

	Total (II)	-	-	-
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act	-	-	-

C. Remuneration to Key Managerial Personnel (Other Than MD/Manager/WTD)

S.No.	Particulars	Mr. Vineet Goyal, Chief Financial Officer	Ms. Himani Gusain/Mrs. Jyoti Sharma, Company Secretary	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	16,80,000	3,75,852	20,55,852
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as% of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	15,34,355	3,52,620	18,86,975

viii. Penalties/ Punishment/ Compounding of offences:

There were neither any penalties levied on the company nor were there any punishment/compounding of offences initiated against it under the Companies Act, 2013.

Annexure-B

Form No. MR-3

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

To,
The Members,
ROADWAYS INDIA LIMITED
PLOT NO. 53-A/8 RAMA ROAD, INDUSTRIAL AREA, NEW DELHI-110015

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ROADWAYS INDIA LIMITED**, registered under Calcutta Stock Exchange & Metropolitan Stock Exchange of India Limited (hereinafter called as 'the company') having its Registered Office at **PLOT NO. 53-A/8 RAMA ROAD, INDUSTRIAL AREA, NEW DELHI-110015**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has during the audit period covering the financial year ended on **31st March, 2022** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2022** according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made there under to the extent applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ;

- (c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (e) The Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - (i) SEBI (Stock Brokers and Sub Brokers) Regulation, 1992 and Circular issued thereunder;
 - (j) Stock exchange and clearing corporations (SECC) Regulations, and Rules, Bye- laws, Regulations and Circulars thereunder.
 - (k) The Securities and Exchange Board of India (listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Other Applicable Laws:-
1. Carriage by Roads Act, 2007.
 2. Motor Transport Workers Act, 1961.
 3. Income tax Act, 1961.
 4. Employees Provident Funds & misc. Provisions Act, 1952 and the Schemes.
 5. Employees State insurance Act, 1948 & Scheme.
 6. Payment of Bonus Act, 1965.
 7. The payment of gratuity Act, 1972 read with State payment of Gratuity Rules framed there under;
 8. Equal Remuneration Act, 1976 and Equal Remuneration Rules, 1976;
 9. Sexual harassment of Woman at workplace (Prevention, Prohibition and Redressal) Act, 2013.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Calcutta Stock Exchange & MSEI Limited.

(iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review, the company has Complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above subject to the following observations:

1. The Company has not taken the efforts yet for the due Compliances of the provisions of Maternity Benefits Act, 1961 and other social security law.
2. The Company has not complied with the provisions of Carriage of Goods Act, 2007 and Motor Transport workers Act, 1961.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions of the Board were Requisite majority passes and no dissenting views have been recorded.

I further report that based on review of compliance mechanism established by the Company and on the basis of Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no following specific, events/actions having a major bearing on the Company's affairs in pursuance of the ensure compliance with applicable laws, rules, regulations and guidelines.

**For Neeta Sharma & Co.
Company Secretaries**

Sd/-

**Date: New Delhi
Place: 16/08/2022**

**Neeta Sharma
(Proprietor)
C.P No. 19364
UDIN: A040845D000797282**

Annexure-A

**To
The Members,
ROADWAYS INDIA LIMITED
PLOT NO. 53-A/8 RAMA ROAD, INDUSTRIAL AREA NEW DELHI -110015**

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Neeta Sharma & Co.
Company Secretaries**

**Date: New Delhi
Place: 16/08/2022**

**Sd/-
Neeta Sharma
(Proprietor)
C.P No. 19364
UDIN: A040845D000797282**

Annexure-C
Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies
(Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

Roadways India Limited (RIL) has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2021-22.

2. Details of material contracts or arrangement or transactions at arm's length basis:

1. (A) Name(s) of the related party and nature of relationship : **M/s Associated Road Carriers Limited**
 (B) Nature of contracts /arrangements /transactions : Freight Income
 (C) Duration of the contracts/ arrangements/transactions : Yearly
 (D) Salient terms of the contracts or arrangements or transactions including the value, if any : 6,09,58,048 P.A.
 (E) Date(s) of approval by the Board, if any : Not applicable, since the contract was entered into in the ordinary course of business and on arm's length basis
 (F) Amount paid as advances, if any : Nil
2. (A) Name(s) of the related party and nature of relationship : **M/s. Du-luck Investment & Leasing Private Limited**
 (B) Nature of contracts /arrangements /transactions : Unsecured Loans & Interest Expense
 (C) Duration of the contracts/ arrangements/transactions : Yearly
 (D) Salient terms of the contracts or arrangements or transactions including the value, if any : 8,50,00,000 P.A.
 (E) Date(s) of approval by the Board, if any : From the Financial year 2007-08, since the contract was entered into in the ordinary course of business and on arm's length basis
 (F) Amount paid as advances, if any : Nil
3. (A) Name(s) of the related party and nature of relationship : **M/s. Triplerank Marketing Private Limited**
 (B) Nature of contracts /arrangements /transactions : Unsecured Loans & Interest Expense
 (C) Duration of the contracts/ arrangements/transactions : Yearly
 (D) Salient terms of the contracts or arrangements or transactions including the value, if any : 5,00,00,000 P.A.
 (E) Date(s) of approval by the Board, if any : From the Financial year 2007-08, since the contract was entered into in the ordinary course of business and on arm's length basis
 (F) Amount paid as advances, if any : Nil
4. (A) Name(s) of the related party and nature of relationship : **Mr. Amit Goyal**
 (B) Nature of contracts /arrangements : Salary & Allowances

- /transactions
- (C) Duration of the contracts/ arrangements/transactions : 5 Years
- (D) Salient terms of the contracts or arrangements or transactions including the value, if any : 18,00,000 P.A.
- (E) Date(s) of approval by the Board, if any : 20th April, 2017
- (F) Amount paid as advances, if any : Nil
5. (A) Name(s) of the related party and nature of relationship : **Mr. Vineet Goyal**
- (B) Nature of contracts /arrangements /transactions : Salary & Allowances
- (C) Duration of the contracts/ arrangements/transactions : Monthly
- (D) Salient terms of the contracts or arrangements or transactions including the value, if any : 16,80,000 P.A.
- (E) Date(s) of approval by the Board, if any : 20th April, 2017
- (F) Amount paid as advances, if any : Nil

Place: New Delhi
Date: 13th August, 2022

By order of the Board of Directors
For Roadways India Ltd.
Sd/-
Amit Goyal
Chairman & Managing Director
DIN: 02614232

Annexure-D**Statement under Section 197 (12) of the Companies Act, 2013 read with the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014****I. Remuneration details of Directors and Key Managerial Personnel (KMPs)**

Name of the Director	Designation	% increase in remuneration over last year	Ratio of Remuneration of Directors with Median Remuneration of employees
Executive Director			
Mr. Amit Goyal	Chairman & Managing Director	-	09.61%
Non- Executive Directors			
Mr. Kapish Agarwal	Director	-	-
Mr. Subhash Goyal	Director	-	-
Mrs. Anita Goyal	Director	-	-
Key Managerial Personnel			
Mr. Vineet Goyal	CFO	-	-
Mrs. Jyoti Sharma	Company Secretary	-	-

II. Total employees on the payroll of the Company: 61**III. Percentage increase in the median remuneration of employees during FY 2021-22: (80.12%)****IV. Remuneration of Managerial Personnel Vis a Vis other employees**

During the year, average percentile decrease in the salary of employees other than management personnel was 15.01% as against 02.17% average percentile increase in the salary of managerial remuneration & keeping in view individual performance, business outlook, growth prospects, market trends, the increase in the remuneration of Managerial personnel is justified.

V. Pursuant to Rule 5(1)(xii) of the companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, it is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

REPORT ON CORPORATE GOVERNANCE

Company's Philosophy

The Report for the financial year ended March 31, 2022 on compliance by the Company with the Corporate Governance provisions as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is given below.

The Company believes that a strong Corporate Governance policy is indispensable to healthy business growth, besides being an important instrument for investor protection. The Company strives to follow the best corporate governance practices, develop the best policies/guidelines, communicate and train all its employees in order to foster a culture of compliance and obligation at every level of the organization.

1. BOARD OF DIRECTORS

(a) Composition of the Board

The Board of Directors of the Company has an optimum combination of Executive, Non-Executive & Independent Directors, including women Directors. The strength of the Board is four Directors comprising optimum combination of Executive and Non-Executive Directors including the Chairman of the Company. Fifty percent of the Board comprises Independent Directors.

The relevant details of the Board of Directors are given hereunder:

Name	Category	Attendance Particulars		Last AGM	No of Another Directorship held	No. of Board Committees (Other than Roadways India Limited)
		Board Meetings Held	Attended Board Meeting			
Mr. Amit Goyal	Managing Director	9	9	Yes	7	Nil
Mrs. Anita Goyal	Non -executive Director	9	9	Yes	-	Nil
Mr. Subhash Goyal	Independent and Non -executive Director	9	9	Yes	2	Nil
Mr. Kapish Agarwal	Independent and Non -executive Director	9	8	Yes	-	Nil

(b) Board Meetings

The Board of Directors met Nine times during the financial year 2021-22. The meetings were held on 17th April 2021, 25th May, 2021, 30th June, 2021, 14th August, 2021, 12th November, 2021, 24th December, 2021, 11th January, 2022, 14th February, 2022, and 21st February, 2022. The maximum time gap between two consecutive meetings did not exceed one hundred and twenty days.

(c) Information to the Board

The Company provides information as set out in Regulation 17 read with Part A of Schedule II of the SEBI Listing Regulations to the Board and the Board Committees to the extent applicable. All matters

requiring Board's approval, including statutory matters, are put up for the consideration of the Board.

The detailed agenda papers are sent to all the Board & Committee members, atleast seven days prior to the meeting in order to enable them to make an informed decision.

(d) Code of Conduct

The Board of Directors has laid down a Code of Conduct (Code), for the Directors and designated/ specified employees of the Company. The Code has been posted on the Company's website and can be accessed at www.roadwaysindia.com. All the Board Members and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct as applicable to them. A declaration to this effect signed by Mr. Amit Goyal, Managing Director is annexed to this Report.

(e) Separate meeting of Independent Directors

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs and to present their views to the Chairman and Managing Director.

One meeting of Independent Directors was held during the year.

(f) Familiarization Programme

As required under Regulation 25(7) of the SEBI Listing Regulations, the Company has a familiarization programme for the independent directors. The details of the familiarization programme are available on the Company's website.

2. COMMITTEES OF BOARD

(i) AUDIT COMMITTEE

(a) Composition of the Committee

Name of the Member	Category	Position	Number of Meetings	
			Held	Attended
Mr. Kapish Agarwal	Non-Executive Independent	Chairman	5	4
Mr. Subhash Goyal	Non-Executive Independent	Member	5	5
Mrs. Anita Goyal	Non- Executive	Member	5	5

The Chairman of the Audit Committee was present at the last Annual General Meeting held on 28th September, 2021.

(b) Meetings Details

During the year, the Audit Committee met Five times on 17th April, 2021, 30th June, 2021, 14th August, 2021, 12th November, 2021, and 14th February, 2022.

The Senior Management team comprising of Chief Financial Officer, Internal Auditors, and the Statutory Auditors. Ms. Himani Gusain, Company Secretary is the Secretary to this Committee dated 17th April, 2021, 30th June, 2021, 14th August, 2021, 12th November, 2021 and Mrs. Jyoti Sharma, Company Secretary is the Secretary to this Committee dated 14th February, 2022.

The terms of reference of the Audit Committee are in conformity with the requirements of Regulation 18 of SEBI Listing Regulations and Section 177(1) of the Companies Act, 2013. Powers and the terms of reference of the Audit and Risk Management Committee are as under:

(c) Powers of the Audit Committee

The Audit Committee has powers, which include the following:

- I. To investigate any activity within its terms of reference.
- II. To seek information from any employee.
- III. To obtain outside legal or other professional advice.
- IV. To secure attendance of outsiders with relevant expertise, if it considers necessary.

(d) Terms of Reference

The Terms of reference of the Audit Committee, inter alia includes the following:

- I. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- II. Recommending to the Board, the appointment, remuneration and terms of appointment of the auditors of the Company;
- III. Review and monitor the auditor's independence, performance and effectiveness of audit process;
- IV. Approval of assignments and the payment thereof to statutory auditors for any other services rendered by the statutory auditors;
- V. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. Significant adjustments made in the financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions;
 - vii. Modified opinion(s) in the draft audit report.
- VI. Reviewing and examining, with the management, the quarterly/ annual financial statements and the auditors' report thereon before submission to the Board for approval;
- VII. Any subsequent modification of transactions of the Company with related parties;
- VIII. Scrutiny of inter-corporate loans and investments;
- IX. Reviewing, with the management, the statement of uses/ application of funds raised through an issue, the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- X. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal financial control systems and risk management systems;
- XI. Reviewing the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- XII. Discussion with internal auditors on any significant findings and follow up thereon;
- XIII. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- XIV. Discussion with statutory auditors before the audit commences about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- XV. Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;

- XVI. Valuation of undertakings or assets of the Company, wherever it is necessary;
- XVII. To review the functioning of the Whistle Blower mechanism/vigil mechanism, and address genuine concerns;
- XVIII. Approval of appointment of CFO after assessing the qualifications, experience & background, etc. of the candidate;
- XIX. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
- XX. The Audit Committee mandatorily reviews the following information:
- Management discussion and analysis of the financial conditions and results of operations;
 - Statement of significant related party transactions (as defined by the Audit Committee) submitted by management, and any modification of the transactions;
 - Management letters/letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses;
 - Reviewing the appointment, removal and terms of remuneration of the Internal Auditor;
 - Monitoring the end use of funds raised through public offers and related matters;
 - Inter-corporate loans and investments; &
- XXI. Carry out any other function as directed by the Board and/or mandated by any statutory authority through any notification, amendment or modification from time to time.

(ii) Nomination and Remuneration Committee

(a) Composition of the Committee

Name of the Member	Category	Position	Number of Meetings	
			Held	Attended
Mr. Kapish Agarwal	Non-Executive Independent	Chairman	4	4
Mr. Subhash Goyal	Non-Executive Independent	Member	4	4
Mrs. Anita Goyal	Non- Executive	Member	4	4

The Chairman of the Audit Committee was present at the last Annual General Meeting held on 28th September, 2021.

(b) Meetings Details

During the year, the Nomination and Remuneration Committee met Four times on 30th June, 2021, 14th August, 2021, 12th November 2021 and 24th December, 2021.

(c) Terms of Reference

- Identification and recommendation to the Board of persons who are qualified to become Directors & KMP in accordance with the criteria laid down;
- Considering recommendations of the KMPs w.r.t. appointment & removal of SMPs in accordance with the criteria laid down and forwarding their recommendations to the Board accordingly;
- Assist the Board in ensuring that plans are in place for orderly succession for appointment to the Board & Senior Management;
- Ensure that the Board is balanced & follows a diversity policy in order to bring in professional experience in different areas of operations, transparency, corporate governance & financial management etc;
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director;
- Formulation of evaluation criteria for Independent/ Non- Independent/Executive Directors & the Board as a whole & KMPs,

VII. Ensure that directors are inducted through suitable familiarization process & that proper & regular training is given to Independent Directors to update & refresh their skills, knowledge and familiarity with the Company;

VIII. Formulation & supervision of the Remuneration Policy of the Company;

IX. Oversee the formulation and implementation of ESOP Schemes, its administration, supervision, and formulating detailed terms and conditions in accordance with SEBI rules, regulations and Guidelines; &

X. Carry out any other function as directed by the Board and/or mandated by any statutory authority through any notification, amendment or modification from time to time.

(d) Remuneration to Executive Directors

The Executive Directors are remunerated by way of salary and profit linked commission, based upon the criteria laid down by the Nomination and Remuneration Committee. The Executive Directors are appointed for a period of 05 year wherein their remuneration limits are also defined within which the Board of Directors/ Nomination and Remuneration Committee has the power to decide the remuneration for each year.

(e) Details of Remuneration paid to Directors for the financial year ended 31st March, 2022

S.No.	Name of Director	Salary	No. of equity share held
1	Mr. Amit Goyal	18,00,000	3,59,500
2	Mr. Kapish Agarwal	-	-
3	Mr. Subhash Goyal	-	-
4	Mrs. Anita Goyal	-	3,59,100

(iii) Stakeholders Relationship Committee

(a) Composition of the Committee

Name of the Member	Category	Position	Number of Meetings	
			Held	Attended
Mrs. Anita Goyal	Non- Executive	Chairman	3	3
Mr. Subhash Goyal	Non-Executive Independent	Member	3	3
Mr. Amit Goyal	Executive Director	Member	3	3

(b) Meetings Details

During the year, the Stakeholders Relationship Committee met three times on 30th June, 2021, 14th August, 2021 and 14th February, 2022.

Ms. Himani Gusain, Company Secretary is the secretary to this Committee dated 30th June, 2021, 14th August, 2021 and Mrs Jyoti Sharma, Company Secretary is the secretary to this Committee dated 14th February, 2022.

(c) Terms of reference:

- I. To supervise and ensure efficient share transfers, share transmission, transposition, etc.;
- II. To approve allotment, transfer, transmission, transposition, consolidation, split, name deletion and issue of duplicate share certificates for equity shares of the Company;
- III. To redress shareholders' complaints like non-receipt of balance sheet, non-receipt of declared dividends, etc.;
- IV. To place before the Board meeting, a quarterly report giving details such as number of complaints received, resolved, pending during the quarter;

- V. To report immediately to the Board, specific grievance raised by the shareholders/investors which could not be resolved by the committee and which need immediate attention;
- VI. To address all matters pertaining to Depositories for dematerialization of shares of the Company and other matters connected therewith; and
- VII. To attend to any other responsibility as may be entrusted by the Board or investigate any activity within terms of its reference.

3. DISCLOSURES

I. Related Party Transactions

During the year, there were no transactions with related party(ies) which were not at arm's length or materially significant or which were in conflict with the interests of the Company and that require an approval of the Company's shareholders in terms of the SEBI Listing Regulations.

The Audit Committee grants prior approval for all the related party transactions. The Audit Committee reviews on quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the approvals given.

The Policy of the Company on Related Party Transactions may be accessed on the website of the Company at www.roadwaysindia.com.

II. Whistle Blower Mechanism

The Company has a structured Vigil Mechanism via Whistle Blower Policy for reporting of instances of alleged wrongful conduct including instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct.

Through this Policy, the Company seeks to provide a procedure for all the employees and Directors of the Company to report concerns about unethical and improper practice taking place in the Company and provide for adequate safeguards against victimization of Director(s)/ employee(s) who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee, in exceptional cases. No personnel have been denied access to the Audit Committee.

The policy can be accessed on the website of the Company at www.roadwaysindia.com.

III. Code of conduct on Insider Trading

Code of Conduct for Prevention of Insider Trading of the Company, as approved by the Board of Directors, inter alia, forbids dealing in securities of the Company by Directors, Designated Employees and other employees while in possession of unpublished price sensitive information in relation to the Company.

The Code can be accessed on the website of the Company.

IV. Disclosure of Accounting Treatment

While in the preparation of financial statements, the treatment that has been prescribed in the Indian Accounting Standards has been followed to represent the facts in the financial statement in a true and fair manner.

V. Compliances by the Company

No non-compliance notice has been issued and no penalties or strictures have been imposed on the Company by SEBI, any stock exchange or any statutory authority on any matter related to capital markets during the last three years.

VI. Complaints Pertaining to Sexual Harassment

The Company has adopted a policy on prevention, prohibition and redressal of Sexual harassment at workplace and has duly constituted an Internal Complaints Committee in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

During FY 2021-22, the Company has not received any complaint on sexual harassment and no complaint was pending at the end of financial year.

VII. Certification by MD/ CFO

As required under the SEBI Listing Regulations, the certification by the Managing Director and the Chief Financial Officer for the Financial Year ended March 31, 2022 is annexed to this Annual Report.

VIII. Discretionary Requirements

- (i) The Auditors' Report on statutory financial statements of the Company is unqualified.
- (ii) The Internal Auditor of the Company reports directly to the Audit Committee.

4. GENERAL BODY MEETINGS

(i) Last 03 Annual General Meeting (AGM):

Details of the last three Annual General Meetings (AGM) and Special Resolutions passed thereat are given below:

Financial Year	Venue	Date	Time	Whether Special Resolution Passed
2020-21	Plot No.53-A/8, Rama Road, Industrial Area, New Delhi- 110015	28th September, 2021	10.30 A.M.	Yes
2019-20	11/5B, First Floor, Pusa Road, New Delhi- 110005	30 th September, 2020	10.30 A.M.	No
2018-19	11/5B, First Floor, Pusa Road, New Delhi- 110005	27 th September, 2019	10.00 A.M.	Yes

(ii) Postal Ballot

No resolution was required to be passed through postal ballot during the year under review.

5. MEANS OF COMMUNICATION

(i) Financial Results

The Company's Quarterly/Half-Yearly/Annual Results are intimated to stock exchanges and published within 48 hours of the conclusion of the meeting of the Board in which they are considered, in a English newspaper circulating in the whole or substantially the whole of India and in a Vernacular newspaper of the State of Delhi where the registered office of the Company is situated.

The results are also posted on the website of the Company, www.roadwaysindia.com.

(ii) Website

The 'Investors' section on the website of the Company contains all the relevant information pertinent to the shareholders i.e. financial results, annual reports, shareholding patterns, Notices and other general information about the Company.

6. GENERAL SHAREHOLDER INFORMATION**(i) Annual General meeting**

Date : 30th September, 2022
 Day : Friday
 Time : 10:30 A.M.
 Venue : Plot No. 53-A/8, Rama Road Industrial Area, New Delhi- 110015

(ii) Book Closure Dates (both days inclusive)

From	To
24 th September, 2022	30 th September, 2022

(iii) Financial Year

The financial year of the Company covers the period commencing from 1st April, 2021 to 31st March, 2022.

(iv) Financial Calendar

1st Quarter ending June 30, 2022	On or before August 14, 2022
2nd Quarter/Half Year ending September 30, 2022	On or before November 14, 2022
3rd Quarter/Nine Months ending December 31, 2022	On or before February 14, 2023
4th Quarter/FY ending March 31, 2023	On or before May 30, 2023

(v) Listing Details

- The Equity Shares of the Company are listed on the following exchanges:
 - * Metropolitan Stock Exchange of India Limited (MSEI), Vibgyor Towers, 4th floor, Plot No C 62, G - Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400 098
 - * The Calcutta Stock Exchange Limited (CSE), 7, Lyons Range, Kolkata 700001.
- The Company has paid the annual listing fees for the year 2022-23 to Metropolitan Stock Exchange of India Limited and The Calcutta Stock Exchange Limited.
- Stock Codes**

MSEI	ROADWAYS
CSE	10028160
ISIN in NSDL and CDSL	INE518C01019

(vi) Corporate Identification Number

Corporate Identity Number (CIN) of the Company, allotted by the Ministry of Corporate Affairs, Government of India is L63090DL1987PLC319212.

(vii) Market Price Data

The shares of the company are presently not tradable, so the market price data is not available for the Company.

(viii) Distribution of Shareholding as on 31st March, 2022

Distribution range of shareholding	Number of Shareholders	% of shareholders	Total amount	% to Total Amount
Up To 5,000	2,699	94.90	65,17,000	18.51
5001 To 10,000	51	1.79	4,25,000	1.21
10001 To 20,000	63	2.22	8,64,000	2.45
20001 To 30,000	7	0.25	1,70,000	0.48
30001 To 40,000	4	0.14	1,26,000	0.36
40001 To 50,000	1	0.04	46,000	0.13
50001 To 1,00,000	7	0.25	4,93,000	1.40
1,00,000 and Above	12	0.42	2,65,61,000	75.45
Total	2,844	100	3,52,02,000	100

(ix) Shareholding Pattern as on 31st March, 2022

Sl. No.	Shareholders	Shares	% of Total
A	Promoters and Promoters Group	25,63,200	72.81
B.	Public Shareholding		
I	HUF	980	0.03
II	NRIs/OCBs	960	0.03
III	Bodies Corporate	30,200	0.86
IV	Indian Public	9,24,860	26.27
Total		35,20,200	100

(x) Dematerialization of shares

As on 31st March, 2022, 2,757,699 Equity Shares representing 78.34% of the total Equity Share capital of the Company were held in dematerialised form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The break-up of equity shares held in Physical and Dematerialised form as on 31st March, 2022, is given below:

Particulars	No. of Shares	% to Share Capital
NSDL	26,81,949	76.19
CDSL	75,750	2.15
Physical	7,62,501	21.66
Total	35,20,200	100

We request shareholders whose shares are in the physical mode to dematerialize their shares and update their bank accounts with the respective depository participants to enable us to provide better service.

(xi) Outstanding GDR/Warrants and Convertible Notes, Conversion date and likely impact on the equity

The Company has not issued any GDRs / ADRs / Warrants or any other convertible instruments apart from stock options, details of which are given in the Board's Report and hence, as on 31st March, 2022, the Company does not have any outstanding GDRs / ADRs / Warrants or convertible instruments.

(xii) Share Transfer System

The Company's share transfer authority supervises Share Transfer Process. The share certificate received by the Company/ RTA for registration of transfers, are processed by RTA and transferred expeditiously.

A summary of approved transfers, transmissions, deletion requests, etc. are placed before the Board of Directors from time to time as per the SEBI Listing Regulations. As per the requirements of Regulation 7 of SEBI Listing Regulations, the Company has obtained half yearly certificates from Compliance Officer and authorised representative of share transfer agent for due compliance of share transfer formalities.

(xiii) Reconciliation of Share Capital Audit

An experienced Practicing Chartered Accountant carries out quarterly audit to reconcile the total admitted equity share capital with NSDL and CDSL and the total issued and listed equity share capital.

The audits confirm that the total issued/paid-up equity share capital is in agreement with the total number of equity shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

(xiv) Plant Locations

Since the Company operates in service sector, we do not have any manufacturing facility.

(xv) Address for Correspondence**(i) Registered Office**

Plot No. 53-A/8, Rama Road,
Industrial Area, New Delhi – 110015
Tel.: 011-47192065, Fax: 011-25815456

(ii) Registrar and Share Transfer Agent

Skyline Financial Services Private Limited,
D-153 A, 1st Floor, Okhla Industrial Area,
Phase - I, New Delhi – 110020
Tel. : 011-26812682-83, 011-64732681 to 88
Fax : 011-26812682

By order of the Board of Directors
For **Roadways India Limited**

Sd/-

Amit Goyal

Chairman & Managing Director

Place: New Delhi

Date: 13th August, 2022

DECLARATION ON COMPLIANCE OF CODE OF CONDUCT

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct as adopted by the Company for the year ended 31st March, 2022.

Place: New Delhi
Date: 13th August, 2022

For Roadways India Limited
Sd/-
Amit Goyal
Chairman & Managing Director



CEO/ CFO COMPLIANCE CERTIFICATE

We, Mr. Amit Goyal, Chairman and Managing Director and Mr. Vineet Goyal, Chief Financial Officer of the Company hereby certify that:

A. We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2022 and that to the best of our knowledge and belief:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2022 are fraudulent, illegal or violative of the Company's Code of Conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps have been taken to rectify these deficiencies.

D. We have indicated to the Auditors and Audit Committee that there are no:

(i) Significant changes in internal control over financial reporting during the year;

(ii) Significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and

(iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the Management or any employee having a significant role in the Company's internal control system over financial reporting.

Place: New Delhi
Date: 13th August, 2022

Sd/-
Amit Goyal
Chairman & Managing Director

For Roadways India Limited
Sd/-
Vineet Goyal
CFO



Anoop Agarwal & Co.
CHARTERED ACCOUNTANTS

1105-1106, HEMKUNT HOUSE
6, RAJENDRA PLACE
NEW DELHI – 110008
PHONES : 25766200, 25722050
M : 9811013512
Email : sunilkejriwal@gmail.com

INDEPENDENT AUDITORS' REPORT

TO
THE MEMBERS OF
ROADWAYS INDIA LTD

Report on the financial statements

Opinion

We have audited the accompanying financial statements of **ROADWAYS INDIA LTD** (the company), which comprise the balance sheet as at 31st March 2022 and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information. (Hereinafter referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India including the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (India Accounting Standards) Rules, 2015, as amended, of the state of affairs of the Company as at 31st March 2022, its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those Standards on Auditing are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the following matters as Key audit Matters to be communicated in our report:

Key Audit Matter	Auditor's Response
Revenue recognition and measurement including related cost of rendering of services involves critical judgments by management including assessment of when the control of goods or services are being transferred, identifying large variety of complex performance obligations and determining if such obligations are satisfied over a period of time. (Refer Note No. 19 & 21 to the financial statements)	Our audit approach includes but were not limited to the following: <ul style="list-style-type: none"> •Testing the design and operating effectiveness of the internal controls associated with contracts with customers/vendors •Testing the information technology systems related to consignment notes trip data and billing. •Analyzing contracts with customers/vendors from selected samples •Analyzing invoices with customers/vendors from selected samples •Reviewing the logic designed in preparation of consignment notes, bill registers, lorry hire contracts •Reviewing the report of Internal Auditors

Other Information

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Company's Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and in doing so, consider whether other information is materially inconsistent with standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a no material misstatement of this other information; we are required to report the fact. We have nothing to report in this regard.

Management's responsibility for the financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness

of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's responsibility for the Audit of Financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We are seeking and obtain all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit except for the following:
 - 1) **Third party confirmation directly from Debtors and creditors could not be obtained from all parties.**
 - 2) **TDS receivable as per the books and 26AS could not be reconciled as on date, management is in the process of doing the same.**
 - 3) **TDS liability is deducted at branch level of the company, due to which we are unable to verify whether TDS liability is duly deducted for all eligible parties. But necessary TDS exemption declaration is being obtained from relevant branches.**
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act.

e) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the Directors is disqualified as on 31 March 2022 from being appointed as a Director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

3. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a) The Company has no pending litigations as at 31 March 2022 on its financial position in its financial statements.

b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

d) The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2022.

4. With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its Directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any Director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For Anoop Agarwal & Co.

Chartered Accountants

(FRN: 001739C)

Sd/-

Sunil Kejriwal

Partner

(Membership No.: 088479)

UDIN- 22088479AJUEFB5873

Place: New Delhi

Date: 28/05/2022

Annexure A to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) In respect of the fixed assets of the Company:

(a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.

(B) The company is maintaining proper records showing full particulars of intangible assets;

(b) The Property, Plant and Equipment have been physically verified by the management at reasonable intervals; According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.

(d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) There is no proceedings have been initiated or are pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under, if so, whether the company has appropriately disclosed the details in its financial statements;

(ii) (a) The nature of business of the company is such that the company does not deal with any kind of inventories. Therefore, the provisions of Clause 3 (ii) of the Order are not applicable to the company.

(b) During any point of time of the year, the company is having sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. The Details of the same is as follows:

(Rs. In Lakhs)

S.No.	Name of Financial Institution	Opening Balance	Fresh taken during the year	Repaid during the year	Closing Balance
1	Du-luck Investments & Leasing Private Limited	704.40	180.00	34.40	850.00
2	Triplerank Marketing Private Limited	432.57	70.00	2.57	500.00
3	HDFC Bank	-	133.25	3.25	129.10
Total		1136.97	383.25	40.22	1479.10

The quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.

(iii) The company has not made investments in during the year, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

- (a) The company has not provided loans or advances in the nature of loans, or stood guarantee, or provided security to any other entity.
- (b) The company has not made any investments, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided which are not prejudicial to the company's interest.
- (c) In respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular.
- (e) There is no loan given by the company.
- (f) There is no any loan or advance in the nature of loan granted which has fallen due during the year.
- (g) The company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv)** The Company has not granted loans, made investments, provide guarantees, and security, under sections 185 and 186 of the Companies Act.
- (v)** In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits during the year under Section 73 to 76 or any other relevant provisions of the companies Act, 2013.
- (vi)** The maintenance of cost records specified by the central government under section 148(1) of the companies Act, 2013 is not applicable to the company.
- (vii)**
 - (a) The company is regularly depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities during the year.
 - (b) There was no undisputed amounts payable regarding statutory dues referred to in sub-clause (a).
- (viii)** There is no transactions which is not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix)**
 - (a) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
 - (b) The company has not declared willful defaulter by any bank, financial institution or other Lender;
 - (c) The company was applied for term loans for the purpose for which the loans were obtained.
 - (d) There were no funds raised on short term basis which have been utilized for long term purposes.

- (e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x)** (a) There were no moneys raised by way of initial public offer or further public offer (including debt instruments) during the year by the company.
- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- (xi)** (a) There were no any fraud by the company or any fraud on the company has been noticed or reported during the year.
- (b) There were no any report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, as there were no fraud deducted.
- (c) The auditor has not received any whistle-blower complaints.
- (xii)** The Company is not a Nidhi Company and hence reporting under Clause (xii) of the CARO 2016 Order is not applicable.
- (xiii)** In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable Indian Accounting Standards (Ind AS).
- (xiv)** (a) The company has an internal audit system commensurate with the size and nature of its business
- (b) The reports of the Internal Auditors for the period under audit were considered by the statutory auditor.
- (xv)** The company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi)** The Company is not required to be registered under Section 45-I of the Reserve Bank of India Act, 1934.
- (xvii)** The company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii)** There has been no resignation of the statutory auditors during the year.
- (xix)** On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, there is no material uncertainty exists as on the date of the audit report.

(xx) (a) There is no any ongoing project of the company.

(b) There is no any ongoing project of the company.

(xxi) There have been no qualifications or adverse remarks in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

For Anoop Agarwal & Co.

Chartered Accountants
(FRN: 001739C)

Sd/-

Sunil Kejriwal
Partner
(Membership No.: 088479)
UDIN- 22088479AJUEFB5873
Place: New Delhi
Date: 28/05/2022



Annexure B to the Independent Auditors' Report

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

We have audited the internal financial controls over financial reporting of ROADWAYS INDIA LTD. ("the Company") as at 31st March, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding their liability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of Management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For Anoop Agarwal & Co.

Chartered Accountants
(FRN: 001739C)

Sd/-

Sunil Kejriwal
Partner
(Membership No.: 088479)
UDIN- 22088479AJUEFB5873

Place: New Delhi
Date: 28/05/2022

Particulars	Note No.	As on 31.03.2022 AUDITED	As on 31.03.2021 AUDITED
ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	2	3,24,41,365.00	2,27,12,006.00
(b) Other intangible assets	3	3,11,519.00	3,04,656.00
(c) Financial assets			
(i) Investments	4	1,46,001.00	1,46,001.00
(ii) Other financial assets	5	2,48,500.00	3,59,273.00
(d) Other non-current assets	6	-	-
Sub-total - Non-Current Assets		3,31,47,385.00	2,35,21,936.00
2 Current assets			
(a) Financial assets			
(i) Trade receivables	7	12,20,96,780.80	15,71,16,849.62
(ii) Cash and cash equivalents	8	4,58,368.00	2,56,820.00
(iii) Bank balances other than (ii) above	9	29,94,456.07	1,50,64,726.37
(iv) Other Bank Balances	10	13,50,35,019.00	7,16,22,618.00
(v) Other financial assets	5	59,89,966.55	18,42,661.85
(b) Current Tax Assets (net)	11	2,69,64,341.89	2,29,56,281.25
(c) Other Current Assets	6	20,03,340.62	22,85,496.42
Sub-total - Current Assets		29,55,42,272.93	27,11,45,453.51
TOTAL - ASSETS		32,86,89,657.93	29,46,67,389.51
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	12	3,52,02,000.00	3,52,02,000.00
(b) Other equity	12A	13,07,43,062.42	13,10,15,863.51
Sub-total - Shareholders' funds		16,59,45,062.42	16,62,17,863.51
LIABILITIES			
1 Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	13	12,50,00,000.00	10,50,00,000.00
(b) Provisions	15	3,20,770.00	3,08,373.00
(c) Deferred tax liabilities (net)	16	16,38,223.00	16,88,812.00
Sub-total - Non-current liabilities		13,59,10,009.35	10,69,97,185.00
2 Current liabilities			
(a) Financial liabilities			
(i) Borrowings	13	1,03,00,000.00	89,97,625.00
(ii) Trade Payables	18	67,30,474.00	90,16,807.00
(iii) Other financial liabilities	14	40,48,590.70	-
(b) Other current liabilities	17	57,55,521.46	34,37,909.00
Sub-total - Current liabilities		2,68,34,586.16	2,14,52,341.00
TOTAL - EQUITY AND LIABILITIES		32,86,89,657.93	29,46,67,389.51

Significant Accounting Policies

1

The notes referred to above form an integral part of financial statements

As per our report of even date attached

For ANOOP AGARWAL & CO.

Chartered Accountants

Sd/-

SUNIL KEJRIWAL

Partner

Membership No. 088479

PLACE: NEW DELHI

DATE : 28.05.2022

For and on behalf of the Board of Directors

AMIT GOYAL

Sd/-

Managing Director

SUBHASH GOYAL

Sd/-

Director

VINEET GOYAL

Sd/-

CFO

JYOTI SHARMA

Sd/-

Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022

Particulars	Note No.	As on 31.03.2022 AUDITED	As on 31.03.2021 AUDITED
I. Revenue from operations	19	46,37,27,227.16	49,79,27,088.50
II. Other Income	20	69,87,007.52	37,44,773.20
III. Total Income (I + II)		47,07,14,234.68	50,16,71,861.70
IV. Expenses:			
Operating Expenses	21	41,24,68,897.50	44,54,65,815.31
Employee Benefits Expense	22	2,58,32,689.00	2,67,42,743.00
Finance Costs	23	1,07,34,842.05	89,53,765.81
Depreciation and Amortization Expense	2 & 3	43,90,357.00	42,11,577.00
Other Expenses	24	1,66,09,469.22	3,12,84,729.64
Total Expenses (IV)		47,00,36,254.77	51,66,58,630.76
V. Profit Before Exceptional Items and Tax		6,77,979.91	(1,49,86,769.06)
VI. Exceptional Items (If any)		-	-
VII. Profit Before Tax (V - VI)		6,77,979.91	(1,49,86,769.06)
VIII. Tax Expense :			
Current Tax		10,01,370.00	17,394.00
Last Year Tax Provision Written off (Fy 19-20)		-	(12,24,474.00)
Deferred Tax		(50,589.00)	63,631.00
TDS Written off		-	-
Current Tax Adj pertaining to Earlier Yrs		-	7,865.00
IX. Profit (Loss) for the Year (VII - VIII)		(2,72,801.09)	(1,38,51,185.06)
X. Earnings per equity share of ` 10 each			
(1) Basic		(0.08)	(3.93)
(2) Diluted		(0.08)	(3.93)

Significant Accounting Policies

1

The notes referred to above form an integral part of financial statements

As per our report of even date attached

For ANOOP AGARWAL & CO.

Chartered Accountants

Sd/-

SUNIL KEJRIWAL

Partner

Membership No. 088479

PLACE: NEW DELHI

DATE : 28.05.2022

For and on behalf of the Board of Directors

AMIT GOYAL Sd/- Managing Director

SUBHASH GOYAL Sd/- Director

VINEET GOYAL Sd/- CFO

JYOTI SHARMA Sd/- Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022

(Figures in Lakhs)

Particulars	2021-22		2020-21	
A Cash Flow from Operating Activities				
Net profit before Tax & Extraordinary items		6.78		(149.87)
Adjustments for:				
Depreciation	43.90		42.12	
Interest & Finance Charges	107.35		89.54	
Loss/(Profit) on sale of Fixed Assets	4.42		(0.00)	
Interest Income	(55.16)		(28.06)	
Dividend Income	(5.95)	94.56	(3.30)	100.29
Operating Profits before working Capital changes		101.34		(49.58)
Adjustments for:				
Trade & other receivables	303.86		573.14	
Trade & other Payables	0.44	304.29	104.98	678.12
Cash generated from operations		405.64		628.55
Direct Taxes paid	(10.01)		12.17	
Interest received	55.16	45.14	28.06	40.22
Cash Flow before extra ordinary items		450.78		668.77
Extraordinary items		-		0.00
Net Cash from operating activities (A)		450.78		668.77
B Cash Flow from Investing Activities				
Purchase of Fixed Assets		(151.05)		(15.18)
Sale of Fixed Assets		5.37		0.03
Change in Loans & Advances		(31.28)		100.32
Dividend Income		5.95		3.30
Net Cash used in investing activities (B)		(171.01)		88.48
C Cash Flow from Financing Activities				
Proceeds from Bank Borrowings		0.00		0.72
Interest & Finance Charges		(107.35)		(89.54)
Hire Purchase Finance Liabilities		130.00		(67.13)
Unsecured Loans		213.02		129.98
Net Cash used in Financing Activities (C)		235.67		(25.97)
Net Increase in Cash and Cash equivalents (A+B+C)		515.44		731.28
Cash & Cash Equivalents at beginning of the period		869.44		138.16
Cash & Cash Equivalents at close of the period		1384.88		869.44
		1384.88		869.44
		0.00		0.00

- Notes: 1. Figures in brackets represent cash outflows
2. Cash and cash equivalent represents cash and Bank Balances as indicated in Notes 8, 9 & 10.

For and on behalf of the Board of Directors

AMIT GOYAL Sd/- Managing Director

SUBHASH GOYAL Sd/- Director

VINEET GOYAL Sd/- CFO

JYOTI SHARMA Sd/- Company Secretary

PLACE: NEW DELHI

DATE : 28.05.2022

STATEMENT OF CHANGES IN EQUITY**# Statement of Changes in Equity for the period ended 31st March, 2021****A. Equity Share Capital**

Particular	No. of shares	Amount in Rs.
Balance as of April 1, 2020	35,20,200	3,52,02,000
Changes in equity for the year	-	-
Balance as of March 31, 2021	35,20,200	3,52,02,000

B. Other Equity

Particulars	Reserve & Surplus			Total (Rs.)
	Securities Premium Reserve	General Reserve	Retained Earnings	
Balance as of April 1, 2020	83,00,500.00	1,41,94,570.00	12,23,71,978.57	14,48,67,048.57
Profit for the year	0.00	0.00	-1,38,51,185.06	-1,38,51,185.06
Balance as of March 31, 2021	83,00,500.00	1,41,94,570.00	10,85,20,793.51	13,10,15,863.51

Statement of Changes in Equity for the period ended 31st March, 2022**A. Equity Share Capital**

Particular	No. of shares	Amount in Rs.
Balance as of April 1, 2021	35,20,200	3,52,02,000
Changes in equity for the year	-	-
Balance as of March 31, 2022	35,20,200	3,52,02,000

B. Other Equity

Particulars	Reserve & Surplus			Total (Rs.)
	Securities Premium Reserve	General Reserve	Retained Earnings	
Balance as of April 1, 2021	83,00,500.00	1,41,94,570.00	10,85,20,793.51	13,10,15,863.51
Profit for the year	0.00	0.00	-2,72,801.09	-2,72,801.09
Balance as of March 31, 2022	83,00,500.00	1,41,94,570.00	10,82,47,992.42	13,07,43,062.42

The notes referred to above form an integral part of financial statements

As per our report of even date attached

For ANOOP AGARWAL & CO.

Chartered Accountants

Sd/-

SUNIL KEJRIWAL

Partner

Membership No. 088479

PLACE: NEW DELHI

DATE : 28.05.2022

For and on behalf of the Board of Directors

AMIT GOYAL

Sd/-

Managing Director

SUBHASH GOYAL

Sd/-

Director

VINEET GOYAL

Sd/-

CFO

JYOTI SHARMA

Sd/-

Company Secretary

NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

1. SIGNIFICANT ACCOUNTING POLICIES**a) Basis of Preparation of Financial Statements**

The financial statements have been prepared on the accrual basis of accounting in accordance with the accounting principles generally accepted in India and to comply with all material respect with the accounting standards notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rule, 2014 / Companies Act, 1956 as applicable.

b) Accounting Convention

The financial statements are prepared on historical cost convention and materiality and as a going concern.

c) Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amount of revenue and expenses during the reported period. Difference between the actual results and estimates are recognized in the period in which the results are known and materialized.

d) Recognition of Income and Expenditure**i) Freight**

The company accounts for freight income as soon as bill is raised on receipt of acknowledgement of delivery of the goods from the consignee and accounts for freight expenses when the hired vehicle starts towards its destination. Having regard to the size of the company and nature of its business and in the management's opinion, it is a reasonable basis of applying the accrual basis of accounting.

ii) Other Income and Expenditure:

- Other items of income and expenditure are recognised on accrual basis, the accounting policies are consistent with the generally accepted accounting principles.
- Dividend Income on investment is recognised when the right to receive the payment is established.

e) Fixed Assets

Fixed Assets are stated at cost less Depreciation. Cost includes all cost incidental to acquisition, installation, commissioning.

f) Leased Assets

Leased assets are stated at premium paid on such assets. Rentals, if any, are expensed with reference to the lease terms and other conditions.

g) Depreciation and Amortization

- Depreciation on fixed assets have been provided on straight line method at the rates prescribed in Schedule II to the Companies Act, 2013 (except in the case of leasehold assets which have been amortised over the period of the lease).
- Depreciation on the assets added/disposed off during the year has been provided on prorata basis with reference to the month of addition/disposal.
- Cost of leasehold land and leasehold building are amortised over the period of the lease.

h) Impairment of Assets

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. An impairment loss is charged to the Statement of Profit and Loss in the year in which the asset is identified as impaired. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the statement of Profit and Loss.

i) Contingent Liabilities

Contingent Liabilities as defined in IND AS 37 on "Provisions, Contingent Liabilities and Contingent Assets" are disclosed by way of notes to the accounts. Provision is made if it is probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability.

j) Investments

- Investments are classified into Current and Long-term Investments in accordance with IND AS 40 on "Investment Property".
- Current Investments are stated at lower of cost and fair value. Any reduction in the carrying amount and any reversals of such reductions are charged or credited to the Profit and Loss Account.
- Long term investments are stated at cost. Provision is made to recognise a decline in the value of investments, other than temporary, in opinion of the management.

k) Employee Benefits

Employee Benefits consists of Provident Fund, Gratuity Fund, Compensated Expenses.

(i) Short term employee benefits are recognised as an expense of the undiscounted amount in the Profit and Loss Account of the year in which the related service is rendered.

(ii) Liability for leave encashment is accounted for in accordance with rules of the company and charged to revenue.

(iii) Post Employment Benefits

1. Defined Contribution Plans

Company's contribution to the State Governed Provident Fund Scheme is recognised during the year in which the related service is rendered.

2. Defined Benefit Plan

- The company operates gratuity plan wherein every employee is entitled to the benefit equivalent to fifteen days salary last drawn for each completed year of service. The same is payable on termination of service or retirement whichever is earlier. The benefit vests after five years of continuous service.
- The cost of providing benefit of Gratuity is determined based on an actuarial valuation using the Projected Credit Method at each Balance Sheet date. Actuarial gains and losses arising on such valuation are recognised in the Profit & Loss Account for the period in which they occur.

l) Taxation

- Tax expense for the year comprising current tax and deferred tax is included in determining the net profit for the year.
- A provision is made for the current tax based on tax liability computed in accordance with relevant tax rates and tax laws. A provision is made for deferred tax for all timing differences arising between taxable income and accounting income at currently enacted tax rates.
- Deferred tax assets are recognised only if there is reasonable certainty that they will be realised and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.

m) Events occurring after Balance Sheet Date

Events occurring after the balance sheet date have been considered in the preparation of financial statements.

n) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non - cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information. Cash and cash equivalents for the purposes of Cash Flow Statement comprises cash on hand, demand deposits with banks that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value and cash in transit.

o) Earning Per Share

- Basic earnings per share is computed by dividing the net profit or loss after tax for the year by the weighted average number of equity shares outstanding during the year.
- Diluted earnings per share is computed by dividing the net profit or loss after tax for the year adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares by the weighted average number of equity shares outstanding during the year adjusted for the effects of all dilutive potential equity shares.

2. Property, Plant and Equipment

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK			
	As at 01.04.2021		Additions		Deductions / Adjustments		As at 31.03.2022		For the Year		Upto 31.03.2022	
	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.
TANGIBLE ASSETS												
Land Leasehold	16,89,526.00	-	-	-	-	-	16,89,526.00	-	56,317.00	-	2,29,963.00	-
Land Freehold	32,24,927.00	-	-	-	-	-	32,24,927.00	-	-	-	-	-
Buildings Freehold	29,42,612.00	-	-	-	-	-	29,42,612.00	-	46,025.00	-	12,09,261.00	-
Building Leasehold	14,20,515.00	-	-	-	-	-	14,20,515.00	-	20,317.00	-	2,62,546.00	-
Motor Trucks	3,95,29,652.00	-	1,48,62,400.00	-	1,37,28,711.00	-	4,06,63,341.00	-	32,94,899.00	-	1,92,43,868.00	-
Furniture & Fixture	1,71,615.00	-	-	-	-	-	1,71,615.00	-	16,416.00	-	1,05,696.00	-
Office Equipment	19,53,626.00	-	81,779.00	-	-	-	20,35,405.00	-	1,56,307.00	-	15,42,911.00	-
Motor Vehicles	59,17,391.00	-	-	-	2,38,631.00	-	56,78,760.00	-	6,26,528.00	-	29,07,752.00	-
Computer	19,67,443.00	-	-	-	-	-	19,67,443.00	-	19,931.00	-	18,50,782.00	-
Total Tangible Assets	5,88,17,307.00		1,49,44,179.00		1,39,67,342.00		5,97,94,144.00		42,36,740.00		2,73,52,779.00	
											3,24,41,365.00	
											2,27,12,006.00	

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK			
	As at 01.04.2020		Additions		Deductions / Adjustments		As at 01.04.2020		For the Year		Upto 31.03.2021	
	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.
TANGIBLE ASSETS												
Land Leasehold	16,89,526.00	-	-	-	-	-	1,17,328.00	-	56,318.00	-	1,73,646.00	-
Land Freehold	32,24,927.00	-	-	-	-	-	-	-	-	-	-	-
Buildings Freehold	29,42,612.00	-	-	-	-	-	11,17,212.00	-	46,024.00	-	11,63,236.00	-
Building Leasehold	5,20,515.00	-	9,00,000.00	-	-	-	2,29,727.00	-	12,502.00	-	2,42,229.00	-
Motor Trucks	3,95,29,652.00	-	-	-	-	-	2,55,13,091.00	-	32,19,349.00	-	2,87,32,440.00	-
Furniture & Fixture	1,71,615.00	-	-	-	-	-	72,868.00	-	16,412.00	-	89,280.00	-
Office Equipment	19,32,227.00	-	21,399.00	-	-	-	12,12,133.00	-	1,74,471.00	-	13,86,604.00	-
Motor Vehicles	57,19,391.00	-	2,50,000.00	-	52,000.00	-	19,21,749.00	-	6,14,254.00	-	24,87,015.00	-
Computer	19,41,704.00	-	25,739.00	-	-	-	18,09,666.00	-	21,185.00	-	18,30,851.00	-
Total Tangible Assets	5,76,72,169.00		11,97,138.00		52,000.00		3,19,93,774.00		41,60,515.00		3,61,05,301.00	
											2,27,12,006.00	
											2,56,78,395.00	

3. Other Intangible Assets

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK									
	As at 01.04.2021		Additions		Deductions / Adjustments		As at 31.03.2022		For the Year		Deductions / Adjustments		Upto 31.03.2022		As at 31.03.2022		As at 31.03.2021	
	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.
INTANGIBLE ASSETS																		
	6,49,284.00		1,60,480.00		-		8,09,764.00			1,53,617.00		-		4,98,245.00		3,11,519.00		3,04,656.00
	6,49,284.00		1,60,480.00		-		8,09,764.00			1,53,617.00		-		4,98,245.00		3,11,519.00		3,04,656.00
Total Intangible Assets																		

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK										
	As at 01.04.2020		Additions		Deductions / Adjustments		As at 31.03.2021		For the Year		Deductions / Adjustments		Upto 31.03.2021		As at 31.03.2021		As at 31.03.2020		
	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	
INTANGIBLE ASSETS																			
Computer Software	3,28,324.00		3,20,960.00		-		6,49,284.00		2,93,566.00		51,062.00		-		3,44,628.00		3,04,656.00		34,758.00
Total Intangible Assets	3,28,324.00		3,20,960.00		-		6,49,284.00		2,93,566.00		51,062.00		-		3,44,628.00		3,04,656.00		34,758.00

4. Investments

Particulars	As at 31st March 2022		As at 31st March 2021	
	No's.	Rs.	No's.	Rs.
In Equity Instruments				
In Other Companies (Quoted) (At FVTPL)				
Fully Paid shares of ` 10/- each of ABC India Limited	1,000	21,000	1,000	21,000
Partly Paid shares of ` 10/- each of Rich N Rich Finance Holdings Ltd.	21,000	1,25,000	21,000	1,25,000
Sub total(a)	22,000	1,46,000	22,000	1,46,000
In Other Companies (Unquoted) (At COST)				
Fully Paid shares of ` 100/- each of Associated Road Carriers Ltd.	23800	1	23800	1
Sub total(b)	23,800	1	23,800	1
In Government Securities				
National Saving Certificates (Deposited with RTO)	-	-	-	-
Sub total(c)	-	-	-	-
Grand Total (a + b + c)	45,800	1,46,001	45,800	1,46,001
Total Non Current Investment		1,46,001.00		1,46,001.00
Aggregate Amount of Quoted Investment and their Market value		1,46,000.00		1,46,000.00
Aggregate Amount of Unquoted Investment and their Market value		1.00		1.00

5. Other Financial Assets

Particulars	As at 31st March 2022		As at 31st March 2021	
	Non-Current	Current	Non-Current	Current
Deposit with Landlords	2,48,500.00	-	3,59,273.00	-
Deposit with others	-	-	-	-
Security Deposit with Customer	-	7,89,200.00	-	12,76,156.00
Interest Receivable	-	52,00,766.55	-	5,66,505.85
Rent Receivable	-	-	-	-
Total (Rs)	2,48,500.00	59,89,966.55	3,59,273.00	18,42,661.85

6. Other Assets

Particulars	As at 31st March 2022		As at 31st March 2021	
	Non-Current	Current	Non-Current	Current
Advance for Capital Assets	-	-	-	-
Prepaid Expenses	-	9,84,732.68	-	12,52,299.00
Advances to Staff	-	3,37,500.00	-	4,72,400.00
Advances against Services	-	6,81,107.94	-	5,60,797.42
Total (Rs)	-	20,03,340.62	-	22,85,496.42

7. Trade Receivables

Particulars	As at 31st March 2022	As at 31st March 2021
(Unsecured, Considered Good unless otherwise Stated)		
Unsecured		
Considered Good		
Trade receivables outstanding for a period less than six months from the date they are due for payment	10,61,96,757.82	14,63,04,678.92
Trade receivables outstanding for a period exceeding six months from the date they are due for payment	3,16,96,156.98	2,43,22,264.70
Considered Doubtful	-	-
	13,78,92,914.80	17,06,26,943.62
Less: Provision for Expected Credit Loss in Receivables	1,57,96,134.00	1,35,10,094.00
Total	12,20,96,780.80	15,71,16,849.62

8. Cash and Cash Equivalents

Particulars	As at 31st March 2022	As at 31st March 2021
Cash on Hand	4,58,368.00	2,56,820.00
Remittances in Transit	-	-
Total	4,58,368.00	2,56,820.00

9. Bank Balances

Particulars	As at 31st March 2022	As at 31st March 2021
Balances with Banks		
In current Accounts	29,94,456.07	1,50,64,726.37
In deposit Accounts	-	-
Total	29,94,456.07	1,50,64,726.37

10. Other Bank Balances

Particulars	As at 31st March 2022	As at 31st March 2021
Bank Deposit with Maturity Less than 3 Months	-	72,74,750.00
Bank Deposit with Maturity more than 3 Months but less than 12 months	5,89,35,019.00	1,06,47,868.00
Bank Deposit with Maturity above 12 months	7,61,00,000.00	5,37,00,000.00
Total	13,50,35,019.00	7,16,22,618.00

11. Current Tax Assets

Particulars	As at 31st March 2022	As at 31st March 2021
Advance Income Tax & TDS & MAT (Net of Provision)	2,69,64,341.89	2,29,56,281.25
Total (Rs)	2,69,64,341.89	2,29,56,281.25

12. Equity Share Capital

Particulars	As at 31st March 2022		As at 31st March 2021	
	Numbers	Amounts	Numbers	Amounts
Authorised Share Capital				
Equity Shares of Rs 10/- each	50,00,000	5,00,00,000	50,00,000	5,00,00,000
Total	50,00,000	5,00,00,000	50,00,000	5,00,00,000
Issued, Subscribed, and Fully Paid up				
Equity Shares of Rs 10/- each	35,20,200	3,52,02,000	35,20,200	3,52,02,000
Total	35,20,200	3,52,02,000	35,20,200	3,52,02,000

a) Reconciliation of Equity Share capital

Balance at the beginning of the year	35,20,200	3,52,02,000	35,20,200	3,52,02,000
Add: Issued During the Year	-	-	-	-
Balance at the end of the year	35,20,200	3,52,02,000	35,20,200	3,52,02,000

b) Details of Shareholders Holding More than 5% shares in the company

Equity Shares of Rs 10/- each	Number	% holding	Number	% holding
M/s Triplerank Marketing Pvt Ltd.	481300	13.67	481300	13.67
M/s Duluck Investment & Leasing Pvt. Ltd.	425800	12.10	425800	12.10
M/s Mahender Kumar Goyal (HUF)	389300	11.06	389300	11.06
Shri Mahender Kumar Goyal	366300	10.41	366300	10.41
Shri Amit Goyal	359500	10.21	359500	10.21
Smt Anita Goyal	359100	10.20	359100	10.20
Shri Vineet Goyal	181900	5.17	181900	5.17

The company has issued one class of equity shares having a par value of Rs. 10/- per share. Each holder of Equity Share is entitled to one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

12A. Other Equity

Particulars	In Rs.	
	As at 31st March 2022	As at 31st March 2021
Securities Premium Reserve	83,00,500.00	83,00,500.00
General Reserve	1,41,94,570.00	1,41,94,570.00
Retained Earnings	10,82,47,992.42	10,85,20,793.51
Total	13,07,43,062.42	13,10,15,863.51

Particulars	As at 31st March 2022	As at 31st March 2021
(a) Securities Premium Reserve		
As per last account	83,00,500.00	83,00,500.00
Total	83,00,500.00	83,00,500.00

(b) General Reserve		
Opening Balance	1,41,94,570.00	1,41,94,570.00
Add: Transferred from Statement of Profit & Loss	-	-
Closing Balance	1,41,94,570.00	1,41,94,570.00

(c) Retained Earnings		
Balance as at the beginning of the year	10,85,20,793.51	12,23,71,978.57
Add: Profit during the year	(2,72,801.09)	(1,38,51,185.06)
Balance as at the end of the year	10,82,47,992.42	10,85,20,793.51
Total(a+b+c)	13,07,43,062.42	13,10,15,863.51

13. Borrowing

Particulars	As at 31st March 2022		As at 31st March 2021	
	Non-Current	Current	Non-Current	Current
Secured				
Vehicle Finance loan from HDFC Bank	89,51,016.35	40,48,590.70	-	-
<u>Cash Credit Limit</u>				
CC Limit with Kotak Mahindra Bank	-	-	-	-
Unsecured				
Duluck Investment Pvt. Ltd.	8,00,00,000.00	50,00,000.00	6,50,00,000.00	54,39,944.00
Triplerank Marketing Pvt. Ltd.	4,50,00,000.00	50,00,000.00	4,00,00,000.00	32,57,681.00
Advance Against Sale of Property				
Advance Against Sale	-	3,00,000.00	-	3,00,000.00
	13,39,51,016.35	1,43,48,590.70	10,50,00,000.00	89,97,625.00
Less: Current maturities for Long Term Borrowings from Bank	89,51,016.35	40,48,590.70	-	-
Total	12,50,00,000.00	1,03,00,000.00	10,50,00,000.00	89,97,625.00

Nature of Security and terms of repayment for Secured borrowings

Nature of Security	Terms of Repayment	As at 31st March 2022	As at 31st March 2021
a) Vehicle loans is secured by hypothecation of the vehicle financed.			
HDFC Bank.Ltd.,	Repayable in monthly instalments with rate of interest and last instalment due varying as per terms of agreement	1,29,99,607.05	-
Total		1,29,99,607.05	-

Borrowings Repayable**Vehicle Loans from Bank**

In the first year

40,48,590.70

-

Current Maturities of Long Term Debt40,48,590.70-**Vehicle Loans from Bank**

In the second year

43,26,818.10

-

In the third year

46,24,198.25

-

In the fourth year

-

-

In the fifth year

-

-

Long Term Borrowings89,51,016.35-**Nature of Security and terms of repayment for Long Term secured borrowings:**Nature of SecurityTerms of Repayment

- i) Vehicle Loans including current maturities is secured by hypothecation of Vehicles against which the loans have been taken.

Vehicle loans are repayable in equal monthly instalments over the term of loan ranging from 3 to 5 years.

- ii) **Unsecured Loan**

As explained by the management the unsecured loan are repayable after 3 years and are subject to further renewal. Loan carry an interest @ 8.00% / @9.00% p.a.

- iii) **Cash Credit & Working Capital Loan**

Secured against hypothecation of books debts and collaterally secured by equitable mortgage of certain properties and personal guarantees of some directors. Counter Gurantee of Fixed deposit

14. Other Financial Liabilities

Particulars	As at 31st March 2022		As at 31st March 2021	
	Non - Current	Current	Non - Current	Current
Current maturities for Long Term Borrowings from Bank	89,51,016	40,48,591	-	-
Total	89,51,016	40,48,591	-	-

15. Provisions

Particulars	As at 31st March 2022		As at 31st March 2021	
	Non - Current	Current	Non - Current	Current
Leave Encashment (Non Encashable)	3,20,770	-	3,08,373	-
Total	3,20,770	-	3,08,373	-

16. Deferred Tax Liabilities/ (Asset) (Net)

Particulars	Year Ended 31.03.2021	Year Ended 31.03.2021
Balance at the beginning of the year	16,88,812.00	16,25,181.00
Add: Transferred from Profit and Loss Account	(50,589.00)	63,631.00
Balance at the end of the year	16,38,223.00	16,88,812.00

17. Other Liabilities

Particulars	As at 31st March 2020		As at 31st March 2021	
	Non - Current	Current	Non - Current	Current
Statutory Dues	-	7,72,455.00	-	3,91,676.00
Expenses Payable	-	26,10,930.00	-	10,34,270.00
Others Creditors	-	6,79,745.46	-	-
Payable to Staff	-	16,92,391.00	-	20,11,963.00
Total	-	57,55,521.46	-	34,37,909.00

18. Trade Payables

Particulars	Year Ended 31.03.2022	Year Ended 31.03.2021
Micro Small Medium Enterprises	-	-
Business payables	-	-
Lorry Hire Payable	67,30,474.00	85,45,645.00
Vehicle Trip Expenses Liab.	-	4,68,301.00
Vehicle Maint. Expenses Liab.	-	2,861.00
Total	67,30,474.00	90,16,807.00

19. REVENUE FROM OPERATIONS

Freight	46,37,27,227.16	49,79,27,088.50
TOTAL	46,37,27,227.16	49,79,27,088.50

20. OTHER INCOME

a) Interest		
- On Fixed Deposits & EMD	55,15,653.30	16,56,558.02
- On TDS refund	-	11,48,980.00
b) Rent	-	-
c) Dividend		
- On Non Current Investments	5,95,000.00	3,30,225.00
d) Profit on Sale of Fixed Assets	-	388.00
e) Insurance Claim Received	-	1,49,152.00
f) Cessation of Liabilities	6,18,811.00	50,136.00
g) Misc. income	2,57,543.22	4,09,334.18
TOTAL	69,87,007.52	37,44,773.20

Year Ended
31.03.2021

Year Ended
31.03.2020

21. OPERATING EXPENSES

Lorry Hire and Charges	36,35,09,384.00	39,60,24,562.00
Vehicle Trip Expenses	4,34,50,422.43	4,23,26,557.31
Tyres & Tubes	9,72,525.00	17,08,053.00
Claims for Loss & Damage (Net)	99,649.75	-
Vehicle Taxes	8,22,682.78	10,67,645.00
Vehicle Insurance	9,28,323.54	12,04,145.00
Vehicle Repairs & Maintenance	26,85,910.00	31,34,853.00
TOTAL	41,24,68,897.50	44,54,65,815.31

22. EMPLOYEE BENEFIT EXPENSES

Salaries and Wages	2,31,28,097.00	2,45,84,704.00
Contribution to Provident and Other Funds	26,82,159.00	20,54,535.00
Staff Welfare Expenses	22,433.00	1,03,504.00
TOTAL	2,58,32,689.00	2,67,42,743.00

23. FINANCE COST

Interest Expenses

- To Bank	-	-
- To Non Banking Finance Co.	1,06,34,355.00	83,05,613.00
- To Others	26,480.00	5,12,590.00
<u>Finance Charges</u>		
- To Hire Purchase Financiers	74,007.05	1,35,562.81
TOTAL	1,07,34,842.05	89,53,765.81

24. OTHER EXPENSES

Rent	18,29,197.00	23,57,254.00
Printing & Stationery	2,20,703.00	3,38,062.20
Traveling and Conveyance	7,34,123.00	4,78,188.99
Bank Charges	60,373.53	4,42,955.81
<u>Remuneration to Auditors</u>		
- As Audit Fees	1,77,000.00	1,77,000.00
- For Tax Audit	59,000.00	59,000.00
- To Secretarial Auditors	70,000.00	70,000.00
Rates & Taxes	2,61,679.00	2,58,956.00
Postage, Telephone & Telex	6,16,732.48	8,52,574.56
<u>Repairs & Maintenance</u>		
- To Building	82,680.00	92,190.00
- To Plant & Machinery	90,008.00	1,36,163.00
- To Others	2,36,637.00	2,04,554.00
Bad Debts	51,36,144.00	2,09,26,648.72
Insurance	4,16,493.00	4,12,449.00
Miscellaneous Expenses	66,18,699.21	44,78,733.36
TOTAL	1,66,09,469.22	3,12,84,729.64

25. Contingent Liabilities & Commitments

a) **Commitments**

- Estimated amount of contracts remaining to be executed on capital accounts and not provided for - Nil
- Partly paid up shares - Nil

26. Disclosure Regarding SSI and MSME parties

- (a) As per the information available with the Management, there are no outstanding dues payable to Small Scale Industrial Undertakings.
- (b) The Company has not received any intimation from "parties" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been given.

27. Related Party Transactions:

a) List of related parties and relationships:

1 Key Management Personnel:

Amit Goyal, Vineet Goyal

2 Relatives of Key Management Personnel where transactions have taken place:

- NA

3 Enterprises significantly influenced by Key Management Personnel or their relatives:

Associated Road Carriers Limited, Duluck Investment & Leasing Pvt. Ltd., Triplerank Marketing Pvt. Ltd.

Related Parties defined under clause 9 of IND AS- 24 "Related Party Disclosures" have been identified on basis of representation made by the management and information available with the Company.

b) Transactions carried out with related parties referred in a above, in ordinary course of business

<u>Nature of Transactions</u>	<u>Year Ended 31.03.2022</u>	<u>Year Ended 31.03.2021</u>
Income		
Freight received from:		
- Associated Road Carriers Limited	6,09,58,048	5,70,67,900
Expenses		
Interest		
- Duluck Investment & Leasing Pvt. Ltd.	64,80,985	50,08,767
- Triplerank Marketing Pvt. Ltd.	41,53,370	32,96,846
Salary & Allowance		
- Amit Goyal	18,00,000	16,43,952
- Vineet Goyal	16,80,000	15,34,355
- Surbhi Goyal	-	1,20,968
- Kinjal Goyal	-	1,20,968
Lorry Hire		
- Associated Road Carriers Limited	18,000	22,000
Finance		
Unsecured Loans received from:		
- Duluck Investment & Leasing Pvt. Ltd.	2,38,32,880	1,46,22,622
- Triplerank Marketing Pvt. Ltd.	1,07,38,028	50,42,412
Repayment of Unsecured Loans to:		
- Duluck Investment & Leasing Pvt. Ltd.	92,72,824	41,82,678
- Triplerank Marketing Pvt. Ltd.	39,95,709	27,84,731

<u>Nature of Transactions</u>	<u>Year Ended</u> <u>31.03.2022</u>	<u>Year Ended</u> <u>31.03.2021</u>
Outstandings:		
Unsecured Loans		
- Duluck Investment & Leasing Pvt. Ltd.	8,50,00,000	7,04,39,944
- Triplerank Marketing Pvt. Ltd.	5,00,00,000	4,32,57,681
Maximum Outstandings:		
Unsecured Loans		
- Duluck Investment & Leasing Pvt. Ltd.	8,86,07,166	7,04,39,944
- Triplerank Marketing Pvt. Ltd.	5,03,48,164	4,32,57,681

28. Disclosure pursuant to IND AS- 19 " Employee Benefits"

a) The company has recognised Rs.13,08,254/- in the Profit & Loss Account for the year ended 31st March 2021 under Defined Contribution Plans (Previous Year - Rs.10,63,544/-).

b) The company has recognised Rs. 1,75,543/- in the Profit & Loss Account for the year ended 31st March 2021 for Employer's Contribution to Employees State Insurance Act, 1948 (Previous Year - Rs.1,80,231/-).

c) Details of Defined Benefit Plan:

I. Profit & Loss Account

	<u>Year Ended</u> <u>31.03.2022</u>	<u>Year Ended</u> <u>31.03.2021</u>
Net employee benefit expense (recognised in Employee Cost)		
i) Current service cost	2,91,429.00	2,40,781.00
ii) Interest cost on benefit obligation	1,70,383.00	1,63,177.00
iii) Expected return on Plan Assets	-	-
iv) Net Actuarial (gain)/Loss recognised in the year	7,70,696.00	6,47,569.00
v) Past services cost	(5,95,075.00)	(14,25,808.00)
vi) Net benefit expenses	<u>6,37,433.00</u>	<u>(3,74,281.00)</u>

II. Balance Sheet

Details of Provisions for Gratuity

Change in the present value of the defined benefit obligations are as follows

i) Opening defined benefit obligation	27,66,857.00	31,41,138.00
ii) Interest cost	1,70,383.00	1,63,177.00
iii) Current service cost	2,91,429.00	2,40,781.00
iv) Benefits paid	(5,95,075.00)	(14,25,808.00)
v) Actuarial (gains) / Losses on obligation	7,70,696.00	6,47,569.00
vi) Closing defined benefit obligation	<u>34,04,290.00</u>	<u>27,66,857.00</u>

III. The principal assumptions used in determining gratuity obligations for the company's plan are shown below:

<u>Assumptions</u>	<u>%</u>	<u>%</u>
Salary Rise	6.00	6.00
Discount Rate	7.35	6.90
Attrition Rate	10.00	10.00

29. Segment Reporting

The Company's operations predominantly is transport operator. The Company is managed organisationally as unified entity catering to the domestic market, therefore according to the management, this is a single segment company as envisaged in IND AS-108 issued by the Institute of Chartered Accountants of India.

30. In the opinion of the Directors of the Company, the Current Assets, Loans & Advances have a value on realisation in the ordinary course of the business at least equal to the which they are stated in the Balance Sheet and provision for all known liabilities have been taken in the account except as stated otherwise.

31. Earning Per Share :

	Year Ended 31.03.2022	Year Ended 31.03.2021
Profit after Tax	(2,72,801.09)	(1,38,51,185.06)
Net Profit attributable to shareholders	(2,72,801.09)	(1,38,51,185.06)
Weighted average number of equity shares in issue	35,20,200.00	35,20,200.00
Nominal value of Equity Share (Rs.)	10.00	10.00
Basis / Diluted EPS (Rs.)	(0.08)	(3.93)

The Company does not have any outstanding dilutive potential equity shares, Consequently the basic and diluted earning per share of the Company remain the same.

32. Earning and Expenditure in Foreign Currency

NIL

NIL

33. None of the employees were in receipt of remuneration of or in excess of the amount specified in Section 134(3) of Companies Act 2013 read with rules "The Companies (Appointment & Remuneration of managerial personnel) Rules, 2014.

34. All the investments held by the Company are Non Current Investment. In the opinion of Directors no provision, as per the guidelines of Reserve Bank of India on prudential accounting norms, are required for fall in break up value of investment are considered temporary in nature.

35. Previous year's figures have been regrouped/reclassified to confirm this year's classification.

As per our report of even date attached

For ANOOP AGARWAL & CO.
Chartered Accountants

Sd/-

SUNIL KEJRIWAL

Partner

Membership No. 088479

PLACE: NEW DELHI

DATE : 28.05.2022

For and on behalf of the Board of Directors

AMIT GOYAL

Sd/-

Managing Director

SUBHASH GOYAL

Sd/-

Director

VINEET GOYAL

Sd/-

CFO

JYOTI SHARMA

Sd/-

Company Secretary

ROADWAYS INDIA LIMITED
CIN: L63090DL1987PLC319212
Regd. Off: Plot No. 53-A/8, Rama Road Industrial Area, New Delhi-110015
Email Id: corporate@roadwaysindia.com, Website: www.roadwaysindia.com
Tel: 011-47192065

Form MGT-11

Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration) Rules, 2014)

Name of the member(s):	Folio No./ DP Id-Client Id.:
Registered Address:	Email id.:

I/We, being the member(s) of _____ shares of above named Company, hereby appoint:

1.

Name:	Email id.:
Address:	Signature:

Or failing him/her

2.

Name:	Email id.:
Address:	Signature:

Or failing him/her

3.

Name:	Email id.:
Address:	Signature:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company will be held on Friday, 30th day of September, 2022 at 10:30 A.M. at Plot No. 53-A/8, Rama Road Industrial Area, New Delhi-110015, India, and any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description	For*	Against*
	Ordinary Business		
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2022 and the Reports of the Board of Directors and Auditors thereon		
2.	To Appoint Mrs. Anita Goyal (DIN: 00271295) as director, who retires by rotation		
	Special Business		
3.	Regularization of Additional Director, Mrs. Sanjana Goyal (DIN: 00969896) as Director of the Company		

Signed this _____ day of _____ 2022

Signature of Shareholder(s) _____

Signature of Proxy Holder(s) _____

Affix INR 1
Revenue
Stamp

Notes:

- Please put a cross (x) in the box in the appropriate column against the respective resolutions. If you leave the 'For' and 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A proxy need not be a member of the Company. Pursuant to section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 members and holding in aggregate not more than 10% of the total share capital of the Company. Members holding more than 10% of total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member.
- This form of proxy, to be effective should be deposited at the registered office of the Company as per details given herein above, not later than 48 hours before the commencement of the aforesaid meeting.



ROADWAYS INDIA LIMITED
CIN: L63090DL1987PLC319212

Regd. Off: Plot No. 53-A/8, Rama Road Industrial Area, New Delhi-110015
Email Id: corporate@roadwaysindia.com, Website: www.roadwaysindia.com
Tel: 011-47192065

ATTENDANCE SLIP

DP ID No. _____

Client ID No. _____

Folio No. _____

No. of Shares held _____

I/We hereby record my/our presence at the 35th Annual General Meeting of the Company to be held at Plot No. 53-A/8, Rama Road Industrial Area, New Delhi-110015, India on Friday, the 30th Day of September, 2022 at 10:30 A.M. or at any adjournment thereof.

Name of Shareholder (In Block Letters) _____

Father's/ Husband's Name of the Shareholder _____

Name _____ of _____ Proxy

(To be filled only when shareholder is appointing Proxy)

(Signature of the Shareholder/Proxy)

Route-Map

