



ROADWAYS INDIA LIMITED

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF M/S. ROADWAYS INDIA LIMITED WILL BE HELD ON SATURDAY 28th MAY, 2016 AT 10.00 A.M. AT THE REGISTERED OFFICE AT BUSINESS POINT, 3RD FLOOR, 17, GANESH CHANDRA, AVENUE, ROOM NO. 302, KOLKATA, WEST BENGAL-700013 OF THE COMPANY TO TRANSACT THE FOLLOWING AS SPECIAL BUSINESS:-

SPECIAL BUSINESS:

ITEM NO. 1

APPOINTMENT OF STATUTORY AUDITOR

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

RESOLVED THAT pursuant to the provisions of section 139(8) of the Companies Act, 2013 and other applicable provisions of the Act, if any including any statutory modifications and amendments or re-enactments thereof, consent of the Company be and is hereby accorded to Appoint M/s. Anoop Agarwal & Co., Chartered Accountants (ICAI Registration No. 001739C) as statutory auditor of the Company for the Financial Year 2015-16 to 2019-2020 due to the resignation of Mr. Awatar Joshi & Co. Chartered Accountants to fill the casual vacancy at such remuneration as may be mutually agreed upon between the Auditors and the Board of Directors of the Company.

FURTHER RESOLVED THAT, any of the Board of Director, be and is hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effects to this resolution and to file necessary E- Forms with Registrar of Companies.”

ITEM NO. 2

APPOINTMENT OF MR. SUBHASH GOYAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Scheduled IV to the Act, and amended from time to time, Mr. Subhash Goyal (DIN 01535884), a Non-Executive Director of the Company, who has submitted a declaration that he meet the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 28th May, 2016.

ITEM NO. 3

APPOINTMENT OF MR. VINOD KUMAR GUPTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Scheduled IV to the Act, and amended from time to time, Mr. Vinod Kumar Gupta (DIN 01667923), a Non-Executive Director of the Company, who has submitted a declaration that he meet the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 28th May, 2016.

FOR ROADWAYS INDIA LIMITED

**Sd/-
AMIT GOYAL
MANAGING DIRECTOR
DIN NO.; 02614232
ADDRESS ; 14/4, EAST PUNJABI BAGH,
NEW DELHI-110026**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT EXTRA ORDINARY GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED BE A MEMBER OF THE COMPANY. For proxies to be effective, the instrument appointing the proxy (ies) should be deposited at the Registered Office of the Company not later than 48 (Fourty Eight) hours before the commencement of the Meeting.
2. A person can act a proxy on behalf of members not exceeding 50((fifty) and holding in the aggregate not more than 10% (ten percent) of the total shares of the company carrying voting rights. A member holding more than 10% (ten percent) of the total share capital of the company carrying voting rights may appoint single person as proxy and such person shall not act as a proxy for any other person or shareholders.
3. Corporate members intending to send their authorized representative to attend the meeting are requested to send the Company a Certified True copy of the Board Resolution authorizing their Representatives to attend and vote on their behalf at the meeting.
4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of this notice.
5. Members and/or proxies should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.
6. E- voting will commence on Sunday 22nd May, 2016 at 10.00 A.M. and will end on Tuesday 24th May, 2016 at 5.00 P.M.
7. Instructions for members for voting electronically are as under:-
 - (i) The voting period begins on Sunday 22nd May, 2016 at 10.00 A.M. and ends on Tuesday 24th May, 2016 at 5.00 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 20TH May , 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(A) The Voting right of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off /entitlement dates of 20th May, 2016.

8. Mr. Pradeep Debnath of M/s Pradeep Debnath & Company, Company Secretaries in Practice, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
9. The Scrutinizer shall within a period not exceeding (3) Three working days from the conclusion of the e- voting period unblock the votes in presence of at least two (2) witness not in the employment of the company and make a scrutinizer Reports of the votes cast in favour or against, if any forthwith to the chairman of the Company.
10. The Results shall be declared on or after the EGM of the Company. This Notice will be placed on the website of the Company on 2nd May, 2016 and Notice of Results declared alongwith the Scrutinizer Report shall be Placed on the Company's website within Two (2) days of passing of the Resolution at the EGM of the Company.

11. All the shareholders of the Company Kindly convert their Physical Shareholding into Demat as per the SEBI Circular No. CIR/CFD/CMD/13/2015 Dated 30th November, 2015.
12. In terms of the requirements of the Secretarial Standards -2 on “General Meetings” issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.

Explanatory Statement Pursuant to section 102 of the Companies Act, 2013

ITEM No. 1

As Mr. Awatar Joshi & Co. Chartered Accountants, has resigned on 29th April, 2016 from the post of Statutory Auditor of the Company. Hence for the audit of accounts of the Company for the FY 2015-16 , the Board proposed the name of Anoop Agarwal & Co., Chartered Accountants (ICAI Registration No. 001739C), Delhi to be appointed as statutory auditor of the company pursuant to the provisions of Section 139(8) of the Companies Act, 2013. As the Board of directors of a Company cannot except with the consent of the members in General Meeting by an Ordinary resolution, appoint any person as an auditor of the Company. The Directors therefore, recommend the Ordinary Resolution for approval of the shareholders.

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

ITEM No. 2-3

The Company has appointed Mr. Subhash Goyal and Mr. Vinod Kumar Gupta as an Independent Director at Various times, in Compliance with the requirements of the Clause 49 and Regulation 27 of the Standard Listing Agreement and LODR, Regulations, 2015.

Pursuant to the provisions of section 149 of the Companies Act, 2013 (Act), which came in to effect from 01st April, 2014, every Public Listed Company is required to have at least one- third of the total number of Directors as an Independent Directors, who are not liable to retire by rotation. The Nomination Committee has recommended the appointment of these directors as Independent Directors for 5 (Five) consecutive years with effect from the date of 28th May, 2016.

Mr. Subhash Goyal and Mr. Vinod Kumar Gupta non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of Independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are Independent of the management.

In compliance with the provision of Section 149 read with Schedule IV & 152 of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval. The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

A Brief Profile of the Independent Directors to be appointed is given below:

Mr. Subhash Goyal is aged about 50 years had Intermediate passed. He has over 20 years of Experience in the cloth Industry. He served the Board since 31st December, 2005 as an Independent Director of the Company. Mr. Subhash Goyal does not hold by himself or on behalf of any other person any beneficial interest in the Company.

Mr. Vinod Kumar Gupta is aged about 56 years had Matriculation passed. He has over 26 years of Experience in the shoes Industry. He served the Board since 31st December, 2005 as an Independent Director of the Company. Mr. Vinod Kumar Gupta does not hold by himself or on behalf of any other person any beneficial interest in the Company.

The board commends the resolution at item no.2-3 for approval by members.

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

FOR ROADWAYS INDIA LIMITED

Sd/-

AMIT GOYAL

MANAGING DIRECTOR

DIN NO.; 02614232

ADDRESS ; 14/4, EAST PUNJABI BAGH,

NEW DELHI-110026

EXTRA ORDINARY GENERALMEETING

ATTENDANCESLIP

DPID	Client ID	Folio No.	No. of Shares

Name : _____

Address : _____

Name of Proxy: _____
(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company on Saturday, the 28th Day of May 2016 at 10.00 A.M., at the registered office of the Company at at Business Point, 3rd Floor, 17, Ganesh Chandra, Avenue, Room No. 302, Kolkata, West Bengal-700013.

SIGNATURE OF THE ATTENDING MEMBER/PROXY

NOTE:

1. Member / Proxy holder wishing to attend the meeting must bring the Attendance Slip duly signed to the meeting and hand it over at the entrance.

2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

EXTRA ORDINARY GENERALMEETING

PROXY FORM [Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s)		e-mail Id	
Registered address		Folio No/ Client Id	
		DP ID	

I/We, being the member (s) of shares of the Roadways India Limited, hereby appoint:

1. _____ (Name) of _____ (Address) having e-mail
id _____ or failing him

2. _____ (Name) of _____ (Address) having e-mail
id _____ or failing him

3. _____ (Name) of _____ (Address) having e-mail
id _____

and whose signature(s) are appended below, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Saturday, the 28th Day of May 2016 at 10.00 A.M., at the registered office of the Company at Business Point, 3rd Floor, 17, Ganesh Chandra, Avenue, Room No. 302, Kolkata, West Bengal-700013 and at any adjournment thereof in respect of such resolutions as are indicated below:

No	Resolution	For	Against
Ordinary Resolution			
1.	Appointment of Statutory Auditor of the Company		
2.	Appointment of Mr. Subhash Goyal as an Independent Director		
3.	Appointment of Mr. Vinod kumar Gupta as an Independent Director		

Signed this..... day of..... 2016

Signature of shareholder

Affix Revenue
Stamp

Signature of 1st proxy holder Signature of 2 nd proxy holder Signature of 3rd proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

