

July 12, 2018

The General Manager
Corporate Relations Department
Bombay Stock Exchange Limited
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai – 400 001

Scrip Code No. 532481

Mr. K Hari
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051

Scrip Code No. NOIDA TOLL EQ

Re : Compliance Report on Corporate Governance

Dear Sirs,

Pursuant to Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached please find the quarterly report of the Company on Compliance of Corporate Governance provisions of the Listing Agreement for the quarter ended June 30, 2018.

Kindly take the document on record.

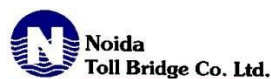
Sincerely



Dhiraj Gera
Company Secretary & Compliance Officer

Encl: a/a

ANNEXURE I



Noida Toll Bridge Company Limited
Quarter ending June 30, 2018

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/Non-Executive/ independent/ Nominee)&	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	R.K. Bhargava	AADPB9898C /00016949	Chairperson/N on Executive / Independent Director	01/04/2014	4 years and 3 months	4	5	5
Mr.	Pradeep Puri	AAAPP2182Q /00051987	Non -Executive / Nominee Director	23/11/2016	-	1	1	-
Dr.	Sanat Kaul	AAGPK1223K /00240363	Non Executive / Independent Director	01/04/2014	4 years and 3 months	1	2	-
Mr.	Deepak Premanarayan	AACPP5437E /00154746	Non Executive/ Independent Director	01/04/2014	4 years and 3 Months	1	1	-

Mr.	K. Ramchand	AAAPR4142A /00051769	Non- Executive /Nominee Director	08/09/1998	-	3	2	1
Mrs.	Namita Pradhan	AIQPP9602B /07194008	Non- Executive/ Independent Director	09/06/2017 (appointed as Independent Director with effect from 10/05/2018)	1 Month and 22 days	1	1	-
Mr.	Ajai Mathur	AAIPM1005H /00044567	Executive / Nominee/ Managing Director	09/03/2017	-	1	1	-

[§]PAN number of any director would not be displayed on the website of Stock Exchange

[&] Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

^{*}to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee)[§]</i>
1. Audit Committee	Mr. R.K. Bhargava Mr. Pradeep Puri Dr. Sanat Kaul Mr. Deepak Premnarayen Mr. Ajai Mathur Mrs. Namita Pradhan	Chairperson / Non Executive/Independent Director - Non- Executive/ Nominee Director Non Executive / Independent Director Non Executive / Independent Director Executive/Nominee/Managing Director Non-Executive/ Independent Director
2. Nomination & Remuneration Committee	Dr. Sanat Kaul Mr.R.K. Bhargava Mr. K. Ramchand	Chairperson / Non Executive / Independent Director Non Executive /Independent Director Non- Executive /Nominee Director
3. Risk Management Committee(if applicable)	N.A.	

4. Stakeholders Relationship Committee	Mr. R.K. Bhargava	Chairperson /Non Executive / Independent Director	
	Dr. Sanat Kaul	Non Executive / Independent Director	
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen			
III. Meeting of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
February 6, 2018 March 20, 2018	May 21, 2018	61 days	
IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee of Directors dated February 6, 2018	Yes	Audit Committee of Directors dated May 21, 2018	103 days
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
<i>Subject</i>		<i>Compliance status (Yes/No/NA) refer note below</i>	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		N.A	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
<i>Note</i>			
1. In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.			
2. If status is “No” details of non-compliance may be given here.			

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 – Yes
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee – Yes. Mrs Namita Pradhan – Independent Directors of the Company, had been inducted as a Member of Audited Committee with effect from May 10, 2018.
 - b. Nomination & remuneration committee - Yes
 - c. Stakeholders relationship committee – Yes.
 - d. Risk management committee (applicable to the top 100 listed entities) – N.A.
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 – Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here – Yes



Dhiraj Gera
Company Secretary & Compliance Officer

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.