

October 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

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. 532481

Scrip Code No. NOIDA TOLL EQ


**Re : *Compliance Report on Corporate Governance for the Quarter Ended
September 30, 2018 under Regulation 27 (2) of the SEBI (Listing Obligations
and Disclosure Requirements) Regulations, 2015***

Dear Sirs,

Pursuant to Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached please find the Report of the Company on Compliance of Corporate Governance provisions of the Listing Agreement for the quarter ended September 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 September 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 6 months	4	5	5
Dr.	Sanat Kaul	AAGPK1223K /00240363	Non Executive / Independent Director	01/04/2014	4 years and 6 months	1	2	-
Mr.	Deepak Premanarayan	AACPP5437E /00154746	Non Executive/ Independent Director	01/04/2014	4 years and 6 Months	1	1	-

Mr.	K. Ramchand	AAAPR4142A /00051769	Non- Executive /Nominee Director	08/09/1998	-	3	2	1
Mr	Pradeep Puri	AAAPP2182Q /00051987	Non -Executive Director - Nominee	01/01/2018 (Appointment) / 10/08/2018 (Cessation)#	-	1	1	-
Mrs.	Namita Pradhan	AIQPP9602B /07194008	Non- Executive/ Independent Director	10/05/2018 (Appointment) / 05/09/2018 (Cessation)##	3 Months and 26 days	1	1	-
Mr.	Ajai Mathur	AAIPM1005H /00044567	Executive / Nominee/ Managing Director	09/03/2017	-	1	1	-

Mr Pradeep Puri was appointed as an Executive Vice Chairman and Nominee Director on 23/11/2016, continued as Non-Executive Director & Nominee Director w.e.f. 01/01/2018 and of the Company resigned from the Board and Audit Committee of the Company w.e.f August 10, 2018.

Mrs Namita Pradhan was appointed as a Non – Executive Director on 09/06/2017 and as an Independent Director on 10/05/2018. She resigned from the Board and Audit Committee of the Company w.e.f September 05, 2018. Now the company is in process of appointing another Woman Director.

§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>	Category (Chairperson/Executive/Non-Executive/independent/Nominee) [§]
1. Audit Committee	Mr. R.K. Bhargava Dr. Sanat Kaul Mr. Deepak Premnarayen Mr. Ajai Mathur	Chairperson / Non Executive/Independent Director - Non- Executive/ Non Executive / Independent Director Non Executive / Independent Director Executive/Nominee/Managing 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>
May 21, 2018	July 10, 2018, August 14, 2018, August 28, 2018	49 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 May 21, 2018	Yes	Audit Committee of Directors dated August 14, 2018	84 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

Note

- 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.
- 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 – No., Mrs. Namita Pradhan, Woman Director on the Board has resigned from the Board w.e.f September 5, 2018. The Company is in the process of appointing a Woman Director. Maximum time period for appointing a Woman Director in the Company is 3 months time i.e. upto December 4, 2018.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee – Yes
 - 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.

Annexure III to be submitted by listed entity at the end of 6 months after end of Financial Year alongwith second quarter report of next financial year

I. Affirmations				
Sr. No	Broad Headings	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" Details of Non Compliance may be given here
1.	Copy of Annual Report including balance sheet, profit & loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	-
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	-
3	Presence of Chairperson of Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes	-
4	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para c of schedule 5	Yes	

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.



Dhiraj Gera
Company Secretary & Compliance Officer