



**Noida  
Toll Bridge Co. Ltd.**

**July 06 , 2017**

**General Manager**

Corporate Relations Department - CODE NO. 532481  
Bombay Stock Exchange Limited  
1st Floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort  
Mumbai – 400 001

Listing Department - NOIDA TOLL EQ  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (E)  
Mumbai – 400 051

**Re : Compliance Report on Corporate Governance**

**Dear Sirs,**

Pursuant to Clause 49 of the Listing Agreement, 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, 2017

Kindly take the document on record.

**Sincerely**

**Dhiraj Gera**  
Compliance Officer

**Encl: a/a**

Noida Toll Bridge Company Limited  
Quarter ending June 30, 2017

<b>I. Composition of Board of Directors</b>								
Title (Mr. / Ms)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson/ Executive/Non-Executive/ independent/ Nominee) <sup>6</sup>	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	Non Executive Director - Chairperson - Independent	18/12/1997	19 years 6 Months	4	5	5
Mr.	Pradeep Puri	AAAPP2182Q 00051987	Executive Director - Nominee	23/11/2016		2	3	1
Mr.	Piyush Mankad	AEDPM7042R 00005001	Non Executive Director-Independent	21/04/2005	12 years 2 months	4	6	1
Dr.	Sanat Kaul	AAGPK1223K 00240363	Non Executive Director-Independent	21/04/2008	9 years 2 months	1	2	-
Mr.	Deepak Premarayan	AACP5437E 00154746	Independent Director	26/10/2006	10 years 8 months	1	1	-
Mr.	K. Ramchand	AAAPR4142A 00051769	Non- Executive Director-	08/09/1998		3	2	1

Mr.	Ajai Mathur	AAIPM1055H 00044567	Nominee Executive Director- MD- Nominee	09/03/2017		1	1	-
Mrs.	Namita Pradhan	AIQPP9602B 07194008	Non Executive Director	09/06/2017		1	-	-

<sup>5</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>6</sup> 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.

<b>II. Composition of Committees</b>		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>5</sup>
1. Audit Committee	Mr. R.K. Bhargava Mr. Pradeep Puri Mr. Piyush Mankad Dr. Sanat Kaul Mr. Deepak Premnarayan Mr. Ajai Mathur	Non Executive Director -Chairperson - Independent Executive Director - Nominee Non Executive Director- Independent Non Executive Director- Independent Non Executive Director- Independent Executive Director-MD-Nominee
2. Nomination & Remuneration Committee	Dr. Sanat Kaul, Mr. R.K.Bhargava Mr. K. Ramchand	Non Executive Director -Chairperson - Independent Non Executive Director- Independent Non- Executive Director-Nominee
3. Risk Management Committee(if applicable)	N.A.	
4. Stakeholders Relationship Committee	Mr. R.K. Bhargava Mr. Piyush Mankad	Non Executive Director -Chairperson - Independent Non Executive Director- Independent

	Dr. Sanat Kaul	Non Executive Director- Independent
<sup>6</sup> Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen		

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
February 8, 2017 March 9, 2017	May 16, 2017 May 26, 2017*	67 days
*Adjourned Board Meeting held in continuation to Original Board Meeting dated May 16, 2017.		

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee of Directors dated May 16, 2017	Yes	Audit Committee of Directors dated February 08, 2017	96 days
Nomination and Remuneration Committee dated May 16, 2017	Yes		


\*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	
Subject	Compliance status (Yes/No/NA) <sup>refer note below</sup>
Whether prior approval of audit committee obtained	N.A
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**

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

<p>"N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>
--

<b>VI. Affirmations</b>	
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 – Yes <ul style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> <li>d. Risk management committee (applicable to the top 100 listed entities) – N.A.</li> </ul>
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
	
<b>Dhiraj Gera</b> <b>Compliance Officer</b>	

**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.