

January 15, 2019

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

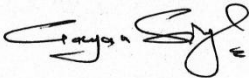
Re : Compliance Report on Corporate Governance

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 December 31, 2018

Kindly take the document on record.

Sincerely



Gagan Singh
Company Secretary & Compliance Officer

Encl.A/A



Noida Toll Bridge Company Limited
Quarter ending December 31, 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	Non Executive Director - Chairperson - Independent	01/04/2014	21 years	4	6	5
Dr.	Sanat Kaul	AAGPK1223K 00240363	Non Executive Director- Independent	01/04/2014 (appointment) 05/12/2018 (Cessation)#	10 years 8 months	1	2	-
Mr.	Deepak Premnarayan	AACPP5437E 00154746	Independent Director	01/04/2014 (appointment) 05/10/2018 (Cessation)##	12 years	1	1	-

Mr.	K. Ramchand	AAAPR4142A 00051769	Non- Executive Director-Nominee	08/09/1998 (appointment) 29/10/2018 (Cessation)###	-	3	2	1
Mr.	Ajai Mathur	AAIPM1055H 00044567	Executive Director- MD-Nominee	09/03/2017		1	1	-
Mr.	Dilip Bhatia	ABEPB7695P 01825694	Non – Executive Nominee Director	04/12/2018		1	3	-
Mr.	Manish Agarwal	AAZPA0074H 02885603	Non – Executive Nominee Director	04/12/2018		1	1	-

Dr. Sanat Kaul was appointed as an Non - Executive Director of the Company on 01/04/2014. He resigned from the Board of the Company and the Committees w.e.f December 5, 2018.

Mr. Deepak Premnarayan was appointed as an Non - Executive Director of the Company on 01/04/2014. He resigned from the Board of the Company and the Committees w.e.f October 5, 2018.

Mr. K. Ramchand was appointed as an Non - Executive Nominee Director of the Company on 08/09/1998. He resigned from the Board of the Company and the Committees w.e.f October 29, 2018.

\$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 Mr. Ajai Mathur	Non Executive Director -Chairperson - Independent Executive Director-MD-Nominee

2. Nomination & Remuneration Committee	Mr. R.K.Bhargava	Non Executive Director -Chairperson - Independent
3. Risk Management Committee(if applicable)	N.A.	
4. Stakeholders Relationship Committee	Mr. R.K, Bhargava	Non Executive Director -Chairperson - Independent
&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>
July 10, 2018 August 14, 2018 August 28, 2018	October 11, 2018 November 6, 2018	25 days

IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee of Directors dated August 14, 2018	Yes	Audit Committee of Directors dated November 6, 2018	83 days

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

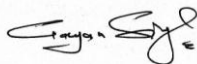
V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

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 – No
 - a. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - b. Audit Committee – No
 - c. Nomination & remuneration committee - No
 - d. Stakeholders relationship committee – No
 - e. Risk management committee (applicable to the top 100 listed entities) – N.A.
2. 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
3. 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
4. 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



Gagan Singhal
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.