



**Noida  
Toll Bridge Co. Ltd.**

ANNUAL  
**REPORT**  
**2022-23**



NOIDA TOLL BRIDGE

# NOIDA TOLL BRIDGE COMPANY LIMITED

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## BOARD OF DIRECTORS



**Mr. Nand Kishore**  
(DIN 08267502)

Mr. Nand Kishore is a 1981 Batch Officer of Indian Audit and Account Service. He retired as Deputy Comptroller and Auditor General (Dy. CAG) in the rank and pay of Secretary to Government of India. As Dy. CAG he looked after audit of Defence, Railways and Communications Ministries of Government of India including their departments and public sector units.

Mr. Kishore holds a Bachelor of Engineering (Electrical) degree from University of Roorkee (now IIT Roorkee) and is also a Certified Internal Auditor from The Institute of Internal Auditors, Florida, USA.

Mr. Kishore was appointed as Director by the Government of India/NCLT Mumbai on the newly constituted Board of the Infrastructure Leasing and Financial Services Limited (IL&FS) on October 01, 2018. Subsequently on December 21, 2020, he was appointed as Executive Director of IL&FS and w.e.f October 03, 2022 Mr. Kishore took over as Managing Director of IL&FS.



**Mr. Dilip Lalchand Bhatia**  
(DIN 01825694)

Mr. Dilip Bhatia, a Chartered Accountant by qualification has more than 30 years of leadership and business experience across Infrastructure, Financial Services and Commodity Sectors, handling Business Operations, P&L, Strategy, Risk Management and Finance functions. Mr. Bhatia joined IL&FS Transportation Networks Limited (a leading BOT road operator and part of IL&FS Group) in January, 2016 as Chief Financial Officer and was elevated as Chief Executive Officer in November, 2018 by the new Board of IL&FS.

As CEO, Mr. Bhatia is responsible for managing day to day operations of the 20+BOT projects with annual Toll / Annuity revenue of Rs 35+ bn and leading the initiative for divestment of all operational projects of the Company in India and overseas through sale as well as setting up of a unique Infrastructure Investment Trust with expected EV of 180+ bn. As part of Asset Sale Committees of the Group, he is assisting the new Board to develop and implement plans for resolution of IL&FS group entities encompassing maintaining going concern,

divestment, debt restructuring, lender engagement and recoveries.

In prior assignments, Mr. Bhatia led the initiative for acquisition of a regional single commodity open out-cry exchange and transformation of the same into a multi commodity on-line derivative exchange for Kotak group, He set up the exchange in a record time of 14 months and ran its operations as CEO for 5 years. The exchange achieved significant market share due to its superior products, technology capabilities and transparent operations.

He also worked as Business Head of Kotak Commodity Services and achieved multi fold growth in its volumes and profits, set up Mutual Fund operations for AEGON NV and AXA Investment Managers and served as Chief Financial Officer (CFO) / Chief Operating Officer (COO). During initial 10 years, he worked in IL&FS group in various roles including heading the Operations of the NBFC, CFO of the broking entity and COO of the mutual fund business.



**Mr. Manish Kumar Agarwal**  
(DIN 02885603)

Mr. Manish Kumar Agarwal graduated in Honors from MNIT, Jaipur. He has done his Masters from I.I.T., Delhi. Mr. Agarwal has completed courses of Procurement & Project Management at Asian Institute of Management, Manila, Philippines and Project Management at IIM, Ahmedabad. Mr. Agarwal is Senior Vice President and KMP at Road Infrastructure Development Company of Rajasthan Ltd. Presently, he is also Director in RIDCOR Infra Projects Limited w.e.f. April 4, 2013 and Nominee Director in IL&FS Engineering and Construction Company Limited w.e.f. January 15, 2021. Mr. Agarwal has got over 35 years of managerial and professional rich experience of work in infrastructure sector in India.



**Mr. Kazim Raza Khan**  
(DIN 05188955)

Mr. Kazim Raza Khan has an overall professional experience of more than three decades in technical field focused towards Infrastructure. He joined IL&FS group in December 2005 as Assistant Vice President in IL&FS Transportation Networks Limited (ITNL) and hold the position as Senior Vice President and Regional Head of South and West India till January, 2019 when the newly appointed IL&FS Board appointed him as Business In-charge and then subsequently as CEO on May 16, 2019 in IL&FS Engineering & Construction Company Limited (IECCL). Under his leadership, IECCL has shown a complete turn-around and subsequently becoming a going concern company.

Mr. Khan is Masters in Business Administration with elective as Finance and International Trade Management and holds a Bachelor's degree in Civil Engineering. He also holds Life Membership of Indian Road Congress. He has vast experience in Construction of Highways and Airfields with an experience of World Bank Aided projects and various projects under

PPP. Mr. Khan has been instrumental in resolution of various stuck projects in NHAI and other Authorities ensuring maximum settlement amount and smooth handing over of the Projects.



**Mr. Rakesh Chatterjee**  
(DIN 00029365)

Mr. Rakesh Chatterjee has an overall experience of close to two and a half decades in legal practice/industry, having practiced primarily as partner in law firms. He joined IL&FS Limited in September, 2020 as Group General Counsel, Legal.

Mr. Chatterjee holds Bachelor's Degree in law and commerce, and is a member of the Supreme Court Bar Association. His practice area focus has been on Mergers & Acquisition/ Restructuring, Power, Infrastructure, Oil & Gas. Defence and strategic litigation with broad exposures in the domestic, as well as in the international market.



**Mr. Dheeraj Kumar**  
(DIN 07046151)

Mr. Dheeraj Kumar is a seasoned Project and Corporate Finance Professional, with a proven track record spanning over 18 years. He holds degree in Economics and Finance with Professional experience covering various facets of Project Development and Infrastructure Finance from conceptualisation to closure stage. He has been associated with Rail vertical of IL&FS Group.

He has a diversified experience in Business Planning & Development and towards Implementation of strategic objectives and has been responsible for managing the Finance, Treasury, Fund raising, and legal function across the Rail Group Companies. He has also worked extensively on management of Stressed Asset-from fact finding to resolution and has been instrumental in shaping the strategy and operations of the Rail Group Companies including leading its Resolution Process. His previous association was with IBM where he was associated with its Nordics Business group and with Spatial Decisions where he was lead with its Government Infrastructure Business group.

## COMPANY INFORMATION

### CHAIRMAN

Mr. Nand Kishore

### Directors

Mr. Dilip Lalchand Bhatia

Mr. Manish Kumar Agarwal

Mr. Kazim Raza Khan

Mr. Rakesh Chatterjee

Mr. Dheeraj Kumar (Executive Director)

### CHIEF FINANCIAL OFFICER

Rajiv Jain

### COMPANY SECRETARY

Gagan Singhal

### AUDITORS

N. M. Rajji & Co.

Chartered Accountants

E-7/14, Vasant Vihar

New Delhi – 110057

### REGISTRAR & TRANSFER AGENT

Kfin Technologies Limited

Selenium Building, Tower-B, Plot No. 31 & 32,

Financial District, Nanakramguda, Serilingampally,

Hyderabad, Rangareddi, Telangana, India – 500032

Tel. No.: +91 40 6716 2222, 7961 1000

email: einward.ris@kfintech.com

### AUDIT COMMITTEE

Mr. Dilip Lalchand Bhatia, Chairman

Mr. Nand Kishore

Mr. Manish Kumar Agarwal

Mr. Dheeraj Kumar

### NOMINATION AND REMUNERATION COMMITTEE

Mr. Manish Kumar Agarwal, Chairman

Mr. Nand Kishore

Mr. Dilip Lalchand Bhatia

Mr. Kazim Raza Khan

### STAKEHOLDERS GRIEVANCE COMMITTEE

Mr. Rakesh Chatterjee, Chairman

Mr. Nand Kishore

Mr. Dilip Lalchand Bhatia

Mr. Manish Kumar Agarwal

### REGISTERED OFFICE

Toll Plaza, Mayur Vihar Link Road,

New Delhi - 110091, INDIA

CIN : L451011996PLC315772

Website : [www.ntbcl.com](http://www.ntbcl.com)

### CORPORATE OFFICE

Toll Plaza, DND Flyway,

Noida - 201301

Ph. 0120-2516495

Website : [www.ntbcl.com](http://www.ntbcl.com)

## NOTICE

### 27<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** IS HEREBY GIVEN THAT THE **TWENTY SEVENTH** ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF NOIDA TOLL BRIDGE COMPANY LIMITED (“THE COMPANY”) WILL BE HELD ON **FRIDAY, SEPTEMBER 29, 2023 AT 10:30 A.M.** (IST) THROUGH VIDEO CONFERENCING (‘VC’) / OTHER AUDIO VISUAL MEANS (‘OAVM’) FACILITY, TO TRANSACT THE FOLLOWING BUSINESS(ES):

#### ORDINARY BUSINESS:

- (1) To receive, consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, and the Reports of the Auditors thereon.
- (2) To appoint a Director in place of Mr. Manish Agarwal (DIN 02885603), who retires by rotation and, being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

- (3) To continue contract/agreement with ITNL Toll Management Services Limited – a Subsidiary 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 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and as approved by the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for entering/continue into a contract/agreement with ITNL Toll Management Services Limited – a Subsidiary of the Company for the financial year 2023-24.

“**RESOLVED FURTHER THAT** pursuant to the provisions of section 189 read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), any of the Directors, Mr. Rajiv Jain, Chief Financial Officer and Mr. Gagan Singhal, Company Secretary of the Company be and is hereby authorized severally to do the necessary entries in the Register of contracts or arrangements in which Directors are interested and authenticate them and to do all such acts,

deeds, matters and things as may be necessary for the purpose of giving effect to the resolution.”

By Order of the Board of Directors  
**For NOIDA TOLL BRIDGE COMPANY LIMITED**

**Gagan Singhal**  
Company Secretary & Compliance Officer  
Membership No.: F7525

Date : August 29, 2023

Place : New Delhi

#### NOTES:

##### I. General Information:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item No. 3 of the accompanying Notice, is annexed hereto. The Explanatory Statement also contains the relevant details of the Directors as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard – 2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”).
2. The Register of Members and Share Transfer Books of the Company will remain closed from September 23, 2023 to September 29, 2023 (both days inclusive) for the purpose of AGM.
3. The Ministry of Corporate Affairs, Government of India (“MCA”) issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, January 13, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, respectively, (“MCA Circulars”) has allowed conducting of Annual General Meeting (“AGM”) by Companies through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility upto September 30, 2023, in accordance with the requirements provided in paragraph 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/ CMD2/ CIR/P/2022/62 dated May 13, 2022, and Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (“SEBI Circulars”) has provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the 27<sup>th</sup> AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 27<sup>th</sup> AGM shall be the Registered Office of the Company.

4. In terms of the MCA Circulars, physical attendance of members has been dispensed with and therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 27<sup>th</sup> AGM. However, pursuant to Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting, for participation in the 27<sup>th</sup> AGM through VC/OAVM facility and e-Voting during the 27<sup>th</sup> AGM. Since the 27<sup>th</sup> AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.
5. Attendance of the members participating in the 27<sup>th</sup> AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), SS-2 issued by the ICSI and Regulation 44 of Listing Regulations read with MCA Circulars, the Company is providing remote e-Voting facility to its members in respect of the business(es) to be transacted at the 27<sup>th</sup> AGM and facility for those members participating in the 27<sup>th</sup> AGM to cast vote through e-Voting system. For this purpose, National Securities Depository Limited ("NSDL") shall provide facility for voting through remote e-Voting, for participation through VC/OAVM facility.
7. In terms of the MCA Circulars and relevant circulars issued by the SEBI, the Notice of the 27<sup>th</sup> AGM and Annual Report for the financial year ended March 31, 2023 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depository Participants ("DPs") and will also be available on the website of the Company at [www.ntbcl.com](http://www.ntbcl.com), on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and also on the website of National Securities Depositories Limited ("NSDL") at [www.evoting.nsd.com](http://www.evoting.nsd.com).
8. Members may note that the VC/OAVM facility provided by NSDL, allows participation of at least one thousand members on a first-come-first-served basis. The large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 27<sup>th</sup> AGM without any restriction on account of first-come-first-served basis.
9. The details as required under Regulation 36 of the Listing Regulations and SS-2 issued by ICSI, in respect of the Auditors and Directors seeking appointment/ re-appointment at the 27<sup>th</sup> AGM, forms an integral part of this Notice. Requisite declarations have been received from the Auditors and Directors seeking appointment/ re-appointment.
10. Relevant documents as required by law and referred to in the accompanying Notice and in the Explanatory Statement shall be available for inspection through electronic mode. Members may write to the Company on [ntbcl@ntbcl.com](mailto:ntbcl@ntbcl.com) for inspection of said documents and the same will also be available for inspection by the Members during the AGM, upon Log-in at NSDL e-Voting system at [www.evoting.nsd.com](http://www.evoting.nsd.com).
11. Electronic copy of the Annual Report for the financial year ended March 31, 2023 along with the Notice of the 27<sup>th</sup> AGM of the Company, *inter alia* indicating the process and manner of e-voting is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year ended March 31, 2023 and Notice of the 27<sup>th</sup> AGM of the Company, may send request to the Company's email address at [ntbcl@ntbcl.com](mailto:ntbcl@ntbcl.com) mentioning Folio No./ DP ID and Client ID. Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of the 27<sup>th</sup> AGM and the Annual Report for the Financial Year ended March 31, 2023 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
  - a) Members holding shares in physical form may send scan copy of a signed request letter mentioning the folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member at Kfin Technologies Limited ("KTL"), Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India – 500032 Tel. No.: +91 40 6716 2222, email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), or by email to the Company's email address at [ntbcl@ntbcl.com](mailto:ntbcl@ntbcl.com).
  - b) Members holding shares in demat mode may update the email address through their respective Depository Participant(s).
12. Transfer of Unclaimed Dividend Amounts to the Investor Education and Protection Fund (IEPF):
  - a) Pursuant to the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends that are unpaid or unclaimed for a period of 7 (seven) years from the date of transfer are required to be transferred by the Company to the IEPF, administered by the Central Government. Further, according to the said IEPF Rules, shares in respect of which dividend has not been claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.
  - b) During Financial Year 2022-23, the Company has transferred to IEPF, the following unclaimed dividends and corresponding shares thereto:

Particulars	Dividend (in Rs.)	No. of Shares
Interim Dividend for FY 2014-15	16,87,316	48,862
Final Dividend for FY 2015-16	16,41,305	100,439

- c) The dividend amount and shares transferred to the IEPF can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends are also available on the Company's website at [www.ntbcl.com](http://www.ntbcl.com) and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link [www.iepf.gov.in](http://www.iepf.gov.in).
13. SEBI has mandated the updation of PAN, contact details, Bank account, specimen signature and nomination details, against folio / demat account. PAN is also required to be updated for participating in the securities market, deletion of name of deceased holder and transmission / transposition of shares. As per applicable SEBI Circular, PAN details are to be compulsorily linked to Aadhaar details by the date specified by Central Board of Direct Taxes. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their DP in case of holding in dematerialised form or to Company's RTA, KTL through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available on the Company's website at [www.ntbcl.com](http://www.ntbcl.com) and on the website of Kfin Technologies Limited at <https://www.kfintech.com>. in case of holdings in physical form.
14. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, the members are advised to dematerialise their holdings.
15. SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing certain prescribed service requests. Further, SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, the members are requested to make service request by submitting a duly filled and signed Form No. ISR-4 & ISR-5, as the case may be, the format of which is available on the Company's website at [www.ntbcl.com](http://www.ntbcl.com) and on the website of KTL at <https://www.kfintech.com>. Members are requested to note that any service request would only be processed after the folio is KYC Compliant.
16. In accordance with the provisions of Section 72 of the Act and SEBI circulars, the facility for nomination is available for the members of the Company in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by

submitting the Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are available on the Company's website at [www.ntbcl.com](http://www.ntbcl.com). Members are requested to submit the said details to their respective DP, in case the shares are held by them in dematerialised form and to the Company/Kfin, in case the shares are held by them in physical form.

17. Members may note that, in terms of the Listing Regulations, equity shares of the Company can only be transferred in dematerialised form.
18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the 27<sup>th</sup> AGM. During the 27<sup>th</sup> AGM, Members may access the scanned copy of these documents, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
19. General instructions for accessing and participating in the 27<sup>th</sup> AGM through VC/ OAVM facility and voting through electronic means including remote e-Voting are as under:

#### **General Instructions**

- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of SEBI Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is pleased to provide remote e-voting facility to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-voting system during the AGM.
- The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through e-Voting system is September 22, 2023 ("Cut-off Date"). A person who is not a Member as on the Cut-off Date should treat this Notice of AGM for information purpose only.
- Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes Members of the Company after the Notice is sent through e-mail and are holding shares as on September 22, 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on Toll Free No. 022-48867000 and 022-24997000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company after sending of the Notice and are holding shares as on the Cut-off Date i.e. September 22, 2023 may follow steps

- mentioned in the Notice of the AGM under “**Step 1: Access to NSDL e-Voting system**”.
- iv. Members who need assistance before and during the AGM, may contact the following:
- Name & Designation:**  
Ms. Pallavi Mhatre, Senior Manager – NSDL  
Mr. Sanjeev Yadav, Assistant Manager – NSDL  
**E-mail ID:** [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)  
**Contact No.:** 022-48867000 and 022-24997000
- v. The Board has appointed **M/s Kumar Wadhwa & Co.**, Company Secretaries as the Scrutinizer (hereinafter referred to as “the Scrutinizer”) to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner.
- vi. Corporate Members are requested to scan and send a certified true copy of the Board Resolution, pursuant to Section 113 of the Act, authorizing their representatives to attend and vote on their behalf at the Meeting. The said Resolution/Authorisation should be sent to the Scrutinizer by e-mail through their registered email address to [sssp28@gmail.com](mailto:sssp28@gmail.com) with a copy to the Company on [ntbcl@ntbcl.com](mailto:ntbcl@ntbcl.com) and NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- vii. The results once declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.ntbcl.com](http://www.ntbcl.com) and on website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two working days of conclusion of the AGM and will also be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

**A. Instructions for Remote e-Voting and e-Voting during the AGM**

- The remote e-Voting period will commence from September 26, 2023 at 09:00 A.M. IST and end on September 28, 2023 at 5:00 P.M IST. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., September 22, 2023, may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- A person who is not a member as on the cut-off date should treat this Notice of the 27<sup>th</sup> AGM for information purpose only.
- The details of the process and manner for remote e-Voting are explained herein below:
- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>
- Step 2: Cast your vote electronically on NSDL e-Voting system.

**Step 1: Log-in to NSDL e-Voting system**

**I Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode**

In terms of SEBI circular dated December 09, 2020 on “e-Voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat account(s)/ websites of Depositories/ Depository Participant(s) (“DPs”) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Members are advised to update their mobile number and e-mail address with their DPs in order to access e-voting facility.

Login method for Individual members holding securities in demat mode is given below:

Type of Members	Login Method
Individual members holding securities in demat mode with NSDL.	<p><b>Users registered for NSDL IDeAS facility:</b></p> <p>a) Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section;</p> <p>b) You will be prompted to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page.;</p> <p>c) Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p><b>Users not registered for NSDL IDeAS facility:</b></p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>

Type of Members	Login Method
	<p><b>e-Voting website of NSDL</b></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p><b>e-Voting mobile application of NSDL</b></p> <p>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual members holding securities in demat mode with CDSL	<p><b>Existing users who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>a) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>b) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>c) If the user is not registered for Easi / Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a>. Click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>d) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual members (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>a) Members can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>b) Upon logging in, you will be able to see e-Voting option.</li> <li>c) Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>d) Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 022-48867000 and 022-24997000
Individual members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33

**II Login method for e-Voting and joining virtual meeting for members other than Individual members holding securities in demat mode and members holding securities in physical mode:**

- Visit the e-Voting website of NSDL. Open web browser by typing the following:  
URL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
i. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
ii. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
iii. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 120162 then user ID is 120162001***

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
  
Alternatively, if you are registered for NSDL eServices i.e. IDeAS, you can log-in at [www.eservices.nsdl.com/](http://www.eservices.nsdl.com/) with your existing IDeAS login.  
  
Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

- If your email ID is not registered, please follow steps mentioned below in 'Process for those members whose email ids are not registered.'
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - Physical User [Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  - After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

- h) Now, you will have to click on “Login” button.
- i) After you click on “Login” button, Home page of e-Voting will open

**Step 2: Cast your vote electronically and join Meeting on NSDL e-Voting system.**

**How to cast your vote electronically?**

- a) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- b) Select “EVEN” of the Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/ OAVM” link placed under “Join Meeting”.
- c) Now you are ready for e-Voting as the Voting page opens.
- d) Cast your vote by selecting appropriate options i.e., assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- e) Upon confirmation, the message “Vote cast successfully” will be displayed.
- f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g) Once you confirm your vote on the resolution(s), you will not be allowed to modify your vote.

**General Guidelines for Members for e-Voting**

- a) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) to reset the password.
- b) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 022-48867000 and 022-24997000 or send a request to Mr.Sanjeev Yadav, Assistant Manager or Ms. Pallavi Mhatre, Senior Manager, NSDL at the designated email address: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company’s email address [ntbcl@ntbcl.com](mailto:ntbcl@ntbcl.com).

**Process for those Members whose email address are not registered with the depositories for procuring user id and password and registration of email address for e-voting for the resolutions set out in this notice:**

- a) In case shares are held in physical form please provide Folio No., Name of Member, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and AADHAR card to the Company’s email address at [ntbcl@ntbcl.com](mailto:ntbcl@ntbcl.com).

- b) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to the Company’s email address at [ntbcl@ntbcl.com](mailto:ntbcl@ntbcl.com).
- c) If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (I) i.e., Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode.
- d) Alternatively, shareholders/ members may send a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- e) In terms of SEBI Circular dated 9th December 2020, on e-Voting facility provided by listed companies, individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participant(s). Members are required to update their mobile number and email address correctly in their demat account in order to access e-Voting facility.

**B. Instructions for Members for participating in the 27<sup>th</sup> AGM through VC/ OAVM are as under:**

- a) The members will be provided with a facility to attend the 27<sup>th</sup> AGM through VC/ OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned above for “Access to NSDL e-Voting system”. The link for VC/ OAVM will be available in “Shareholder/ Member login” where the EVEN (“E-voting Event Number”) of the Company will be displayed. After successful login, the members will be able to see the link of (“VC/ OAVM”) placed under the tab “Join Meeting” against the name of the Company. On clicking this link, the members will be able to attend the 27<sup>th</sup> AGM. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID/ Password may retrieve the same by following the remote e-Voting instructions mentioned above in the notice, to avoid last minute rush.
- b) Members may join the Meeting through Laptops, Smartphones and Tablets. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from Smartphones or Tablets or through Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- c) Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 27<sup>th</sup> AGM, from their registered email address, mentioning their name, DP ID and Client ID number/ folio number and mobile number,

to reach the Company's email address at [ntbcl@ntbcl.com](mailto:ntbcl@ntbcl.com) at least 48 hours in advance before the start of the meeting. Such questions by the members shall be taken up during the meeting and replied by the Company suitably.

- d) Members, who would like to express their view/ ask questions during the 27<sup>th</sup> AGM with regard to the financial statements or any other matter to be placed at the 27<sup>th</sup> AGM, need to pre-register themselves as a speaker by sending a request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at [ntbcl@ntbcl.com](mailto:ntbcl@ntbcl.com) at least 48 hours in advance before the start of the meeting. Only those members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the 27<sup>th</sup> AGM, depending upon the availability of time.
- e) When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
- f) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the 27<sup>th</sup> AGM.
- g) Institutional Investors who are members of the Company, are encouraged to attend and vote in the 27<sup>th</sup> AGM through VC/ OAVM facility.

**C. Instructions for Members for e-Voting during the 27<sup>th</sup> AGM are as under:**

- a) Members may follow the same procedure for e-Voting during the 27<sup>th</sup> AGM as mentioned above for remote e-Voting.
- b) Only those members/ shareholders, who will be present in the 27<sup>th</sup> AGM through VC/ OAVM facility and have not cast their vote on the Resolution(s) through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 27<sup>th</sup> AGM.
- c) Members who have cast their vote by remote e-Voting prior to the 27<sup>th</sup> AGM may also participate in the 27<sup>th</sup> AGM through VC/ OAVM facility. However, they shall not be entitled to cast their vote again.
- d) The helpline details of the person who may be contacted by the member needing assistance with the use of technology, before or during the 27<sup>th</sup> AGM shall be the same persons mentioned for remote e-Voting and reproduced here for convenience:

Mr. Sanjeev Yadav, Assistant Manager or Ms. Pallavi Mhatre, Senior Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated email address: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at telephone nos.: 022-48867000 or 022-24997000. Members may also write to the Company Secretary at the Company's email address [ntbcl@ntbcl.com](mailto:ntbcl@ntbcl.com).

**Other Guidelines for Members**

- a) The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of September 22, 2023.
- b) Any person, who acquires shares of the Company and becomes member of the Any person holding shares of the Company in physical form and non-individual members, who acquires shares of the Company and becomes member after the Notice is sent through e-mail and holds shares as on the cut-off date i.e. September 22, 2023, may obtain, the User ID and password by sending a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or the Company's email address at [ntbcl@ntbcl.com](mailto:ntbcl@ntbcl.com). However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022-48867000 / 022-24997000. In case of individual members who acquires shares of the Company in demat mode and becomes a Member of the Company after sending of the Notice and holds shares as on the cut-off date i.e. September 22, 2023, may follow steps mentioned in the Notice of the AGM under "Log-in to NSDL e-Voting system."
- c) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the 27<sup>th</sup> AGM.
- d) During the 27<sup>th</sup> AGM, the Chairman shall, after response to the questions raised by the members in advance or as a speaker at the 27<sup>th</sup> AGM, formally propose to the members participating through VC/ OAVM facility to vote on the resolutions as set out in the Notice of the 27<sup>th</sup> AGM and announce the start of the casting of vote through the e-Voting system. After the members participating through VC/ OAVM facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 27<sup>th</sup> AGM.
- e) Mr. Sanjay Kumar, Managing Partner of M/s Kumar Wadhwa & Company, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
- f) The Scrutinizer shall after the conclusion of e-Voting at the 27<sup>th</sup> AGM, first download the votes cast at the 27<sup>th</sup> AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, who shall then countersign and declare the result of the voting forthwith.
- g) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.ntbcl.com](http://www.ntbcl.com) and on the website of NSDL at

[www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of Results by the Chairman or a person authorized by him. The Results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT AND REGULATION 36 OF THE SEBI LISTING REGULATIONS IN RESPECT OF THE SPECIAL BUSINESSES**

The following explanatory statement sets out all material facts relating to businesses mentioned under Item No. 3 of the accompanying Notice:

**Item No. 3**

Pursuant to the provisions of Section 188 of the Companies Act, 2013, and with the approval of Members at their Meeting held on September 30, 2022 and the Audit Committee and Board of Directors at their Meeting held on August 10, 2022 respectively, the Company currently has an ongoing Related Party transaction with its subsidiary, ITNL Toll Management Services Limited (ITMSL) for a monthly fees of Rs. 20.00 Lakhs (Annual Fee of Rs. 2.40 crores) for Financial Year 2022-23 towards Operations and Maintenance services being rendered.

The aforesaid transaction was 'material' as defined under the Listing Agreement (Rs. 1.61 crores was the threshold for material transactions in FY 2022-23 i.e. more than 10% of the total turnover of the Company) and was in the ordinary course of business, and at an arm's length.

The O&M Contract is essentially an ongoing contract, valid until expressly terminated or co-terminus with the Concession Agreement. The O&M fee, however, is reviewed annually by the NTBCL Audit Committee and Board of Directors subject to the approval of Members in the forthcoming Annual General Meeting. The Audit Committee and Board of Directors at their Meeting held on August 14, 2023 was approved the ongoing Related Party Transaction with its Subsidiary, ITMSL for a monthly fees of Rs. 20.00 Lakhs (Annual Fee of Rs. 2.40 crores) for Financial Year 2023-24. The fees are due for a renewal with effect from April 1, 2023. Details of the contract/proposed fee for FY 2023-24 are attached for the information of the Members. Since, the fee proposed for FY 2023-24 is exceeding the threshold for material transactions i.e. more than 10% of the total turnover as amended in the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, approval of the shareholders of the Company shall be required under the Listing Regulations and other applicable provisions.

**DETAILS OF RELATED PARTY TRANSACTIONS  
O&M Contract with ITNL Toll Management Services Limited (ITMSL)**

(a) Details with respect to the transaction entered into with ITMSL as required under Section 188 of the Companies Act, 2013:

Particulars	Details
Name of the Related Party	ITNL Toll Management Services Limited (ITMSL)
Nature of Relationship	ITMSL is a 51% subsidiary of the Company which was set up by NTBCL specifically for the purpose of providing Operation & Maintenance Services to NTBCL. NTBCL controls overall management and operations of ITMSL. There are three Directors in ITMSL who are Key Managerial Personnel in NTBCL. ITMSL is a Joint Venture with IL&FS Transportation Networks Limited ("ITNL").
Nature of Contract	Operation & Maintenance Contract (O&M Contract) starting on August 1, 2007.
Duration of Contract	Termination Date as defined in the Agreement is the date which is the earlier of the following: (i) the date the Agreement is expressly terminated or (ii) the termination/expiration of the Concession Agreement An ongoing contract. The O&M fee however is reviewed annually by the NTBCL Audit Committee/Board.
Terms of Agreement	ITMSL, an Operation & Maintenance Company (incorporated as a Special Purpose Vehicle for the O&M of DND Flyway) has been O&M Contractor for the Project since August 1, 2007 via an Agreement dated August 8, 2007 entered into between NTBCL and ITMSL, @ an initial monthly O&M Fee of Rs. 43.00 lacs per month w.e.f. April 1, 2008. Subsequently all future fee revisions automatically form part of the said Agreement.  Scope of O&M Operator's work inter-alia includes- <ul style="list-style-type: none"> <li>• Operating the facility and collecting toll</li> <li>• regular maintenance of the facility covering regular repairs in accordance with the standards and provisions of the Concession Agreement.</li> </ul>

Particulars	Details
Prior approvals sought (if any)	All revisions in the O&M Fees have been approved by the Board via the Company's annual budget wherein O&M Fee details are disclosed separately.  The detailed terms of the Contract were presented to the Audit Committee for their information on July 28, 2014. Being an existing contract no approval was required. Approval for the payment of O&M fees was granted by the Audit Committee and Board at their meeting held on August 9, 2017 and November 6, 2018, May 24, 2019, June 29, 2020, June 29, 2021, August 10, 2022 and August 14, 2023.
Advance received or paid if any	Nil
Terms of the Contract	Monthly fees of Rs. 20.00 lakhs per month was paid for Financial Year 2022-23. In view of the above, it is proposed that the O&M fees be fixed at Rs. 2.40 crores for FY 2023-24.  The amount of fees being proposed to be paid is more than 10% of the Annual Turnover of the Company for FY 2022-23, hence the transaction is material and shall require approval of the Board of Directors and Shareholders of the Company.
The manner of determining the pricing, and other commercial terms	The O&M Fees payable to ITMSL are largely determined in accordance with the prevailing trends in the industry and annual increases if any are linked to increases in price indices.

(b) Justification for Ordinary Course of Business:

- NTBCL was set up as a Special Purpose Vehicle (SPV) for the purpose of implementing the Noida Toll Bridge project on a BOOT format.
- Operation and Maintenance of the facility is a vital part of the Company's day to day functioning.
- The relevant "Main Objects" clause of the Memorandum of Association of the Company is reproduced below:

*"1. To promote, develop, finance, establish, design, construct, equip, operate, maintain, modify and upgrade the Delhi Noida Bridge across river Yamuna by linking Maharani Bagh with Sector 15A - 16A of Noida area and its ancillary facilities including the approach roads, minor and major bridges, flyovers, inter-changes, culverts, links, buildings, restaurants, commercial premises, hoardings, toll booths, electric fittings, drains, waterways, etc on a Build Own Operate Transfer (BOOT) basis and to charge and collect tolls, fees, cess, rents from the users of the Bridge and its ancillary facilities and to retain and appropriate receivables under a concession received from the Government and including but not limiting to...."*

This transaction may hence be considered in the ordinary course of business.

(c) Transaction is at an 'arms length'

- Background

The toll collection and maintenance of the facility was initially handled by Intertoll Management Services BV, selected via an open competitive bidding process

After 11 years of operation the O&M Fees were linked to traffic and would have led to an astronomical rise in the Fee. The Management hence proposed that the O&M be handled in-house.

A subsidiary, ITMSL, was hence incorporated, jointly with ITNL, to implement the O&M for DND.

- The O&M Fees payable to ITMSL is largely determined in accordance with the expenses being incurred by ITMSL and annual increases are linked to increases in costs if any.
- Handling O&M through a subsidiary also facilitates better control/accountability and ensures a higher quality of service

A transfer pricing is undertaken every year to ascertain that the payment made to the subsidiary is as per the Industry norms. It may be noted that because this project is in a metro city, costs, including salary/wage costs are bound to be higher than the national highways. Since, however, the traffic and hence income is high, it is more than offset by the higher cost of manpower.

It may be noted that Mr. Rajiv Jain – Chief Financial Officer, Mr. Gagan Singhal – Company Secretary and Mr. Amit Agrawal – Dy. Manager (Accounts) are also Directors on the Board of ITMSL.

By Order of the Board of Directors  
**For NOIDA TOLL BRIDGE COMPANY LIMITED**

**Gagan Singhal**

Company Secretary & Compliance Officer  
Membership No.: F7525

**Registered Office:**

Toll Plaza, Mayur Vihar Link Road,  
New Delhi – 110091

Date : August 29, 2023

Place : New Delhi

**ANNEXURE - I**
**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING  
(Pursuant to Regulation 36 of SEBI Listing Regulations)**

<b>Name of the Directors</b>	<b>Mr. Manish Kumar Agarwal</b>
<b>DIN</b>	<b>02885603</b>
Date of Birth and Age	December 26, 1966, 56 years
Date of appointment	December 4, 2018
Qualifications	B.E. (Civil)(Hons), M.Tech. (IIT Delhi)
Experience & Expertise	Mr. Agarwal has got over 34 years of managerial and professional rich experience of work in infrastructure sector in India, expertise in procurement and project management.
Number of Meetings of the Board attended during the year	6 out of 6. Detail provided in Corporate Governance Report
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	<ul style="list-style-type: none"> <li>• RIDCOR Infra Projects Limited</li> <li>• IL&amp;FS Engineering and Construction Company Limited</li> </ul>
Memberships / Chairmanships of committees of other public companies	<b>Stakeholders Relationship Committee</b> <ul style="list-style-type: none"> <li>• IL&amp;FS Engineering and Construction Company Limited</li> </ul> <b>Corporate Social Responsibility Committee</b> <ul style="list-style-type: none"> <li>• IL&amp;FS Engineering and Construction Company Limited</li> </ul>
Listed entities from which the person has resigned in the past 3 years	NIL
Number of shares held in the Company	NIL
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Not Applicable
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn	As per the Nomination, Remuneration & Board Diversity Policy of the Company as displayed on the Company's website i.e. <a href="http://www.ntbcl.com">www.ntbcl.com</a>
Details of Remuneration sought to be paid	NIL
Justification for choosing the appointees for appointment as Independent Directors	Not Applicable

## DIRECTORS' REPORT

### Dear Members,

Your Directors are pleased to present the Twenty-Seventh Annual Report on the business and operations of the Company together with the Audited Financial Statements for the financial year ended March 31, 2023 ("year under review").

### CORPORATE OVERVIEW AND GENERAL INFORMATION

The Noida Toll Bridge Company Limited ("NTBCL/the Company") was promoted by Infrastructure Leasing & Financial Services Limited, ("IL&FS") as a special purpose vehicle for the implementation of the Delhi Noida Bridge Project on a Build, Own, Operate and Transfer (BOOT) basis. The Concession Agreement (Concession) executed between the Company, IL&FS and New Okhla Industrial Development

Authority ("NOIDA") in November 1997, has given the Company the right to levy a User Fee. The Governments of Uttar Pradesh and National Capital Territory of Delhi have, in January 1998, has also executed a Support Agreement in favour of the Project/Concessionaire.

The Delhi Noida Bridge (commonly known as the DND Flyway or DND) was opened to traffic in February, 2001 and is an eight lane, 7.5 km. facility across the Yamuna River, connecting Noida to South Delhi. An additional 1.7 km. link connecting the DND Flyway to Mayur Vihar was also commissioned in June, 2007 (Phase I)/January, 2008 (Phase II).

NTBCL is a public company with Equity Shares listed on the National Stock Exchange and the Bombay Stock Exchange in India.

### FINANCIAL SUMMARY AND HIGHLIGHTS

A summary of your Company's financial results for the Financial Year 2022-23 is as under:

(Rs. in Lakhs)

Particulars	Standalone		Consolidated	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Revenue from Operations	2372.43	1613.68	2372.43	1613.68
Other Income	309.40	108.91	310.41	109.51
<b>Total Income</b>	<b>2681.83</b>	<b>1722.59</b>	<b>2682.84</b>	<b>1723.19</b>
Total Expenses including Depreciation and Finance Costs	6209.34	5869.18	6195.74	5838.10
Profit/(Loss) Before Tax	(3527.51)	(4146.59)	(3512.90)	(4114.91)
Tax Expense/(Income)	-	-	0.35	-
Profit/(Loss) After Tax	(3527.51)	(4146.59)	(3513.25)	(4114.91)

The Standalone Gross Revenue from operations for FY 2022-23 was Rs. 2372.43 lakhs (Previous Year: Rs. 1613.68 lakhs), registering an increase of 47.02%. This sharp increase is attributable to a reduced income of previous year on account of Covid induced lockdown. The Company has incurred a loss of Rs. 3527.51 lakhs against Rs. 4146.59 lakhs reported in the Previous Year.

The Consolidated Gross Revenue from operations for FY 2022-23 was Rs. 2372.43 lakhs (Previous Year: Rs. 1613.68 lakhs), registering an increase of 47.02%. The Consolidated loss of the Company is Rs. 3513.25 lakhs (Previous Year: Rs. 4114.91 lakhs).

Hon'ble High Court of Allahabad had, vide its Judgement dated October 26, 2016 on a Public Interest Litigation filed in 2012 (challenging the validity of the Concession Agreement and seeking the Concession Agreement to be quashed) has directed the Company to stop collecting the user fee holding the two specific provisions relating to levy and collection of fee to be inoperative but refused to quash the Concession Agreement. Consequently, Collection of user fee from the users of the NOIDA bridge has been suspended from October 26, 2016.

An appeal has been filed before Hon'ble Supreme Court of India seeking an Interim Stay on the said Judgment.

Based on legal opinion and the Board's reliance on the provisions of the Concession agreement (relating to

Compensation and other recourses), the Company is of the view that the underlying value of the Intangible and other assets are not impaired. The Company continues to maintain the Project Assets.

Pursuant to the suspension of user fee the primary source of income is the income generated through lease of advertising space. Company as a prudent business practice outsources its advertisement inventory on a turnkey basis. Company on a continuous basis keeps on looking for ways and means to augment its revenue base.

Under the supervision of the new Board, a comprehensive review of the existing advertisement contract has been undertaken. Post the review and market survey a new tender for advertisement contract has been floated and awarded by the Company in Feb-23. Directors are pleased to advise that the new contract has been awarded at a significant premium compared to the previous contract. Once all the necessary approvals in the matter will be in place, the income of Company will increase accordingly.

Pursuant to the proceedings filed by the Union of India under Sections 241 and 242 of the Companies Act, 2013, the National Company Law Tribunal, Mumbai Bench ("NCLT"), by way of an Order dated October 1, 2018, suspended the erstwhile Board of Directors of Infrastructure Leasing & Financial Services Limited ("IL&FS") and re-constituted the same with persons proposed by the Union of India (such reconstituted

Board, referred to as the “New Board”). The National Company Law Appellate Tribunal, New Delhi (the “NCLAT”) has passed an Order of moratorium on October 15, 2018 in respect of actions (as set out therein) that cannot be taken against IL&FS and its Group Companies including NTBCL, which includes, amongst others, institution or continuation of suits or any other proceedings by any party or person or bank or company, etc. against IL&FS and its Group Companies in any Court of Law/ Tribunal/Arbitration Panel or Arbitration Authority and any action by any party or person or bank or company, etc. to foreclose, recover or enforce any security interest created the assets of IL&FS and its Group Companies. Moreover, NCLT, Mumbai Bench vide its Order dated April 26, 2019 has also granted exemption to IL&FS and its Group Companies NTBCL, regarding appointment of Independent Directors and Women Directors. Further, the Hon’ble NCLAT vide its Order dated March 12, 2020 has approved the revised Resolution Framework submitted by New Board alongwith its amendments. In the said Order, Hon’ble NCLAT has also approved October 15, 2018 as the Cut-off date for initiation for Resolution Process of IL&FS and its Group Companies. Accordingly, the Company has not accrued any interest on all its loans and borrowings with effect from October 15, 2018 (“Cut-off date”).

#### **DIVIDEND**

Due to accumulated losses of the Company from the previous years, your Directors express their inability to recommend any dividend for the year on Equity Share. As your Company has been defaulting in servicing its debt obligations including payment of monthly interest for the period from May, 2018 to March, 2023. A Resolution Process is being implemented for IL&FS and its Group Companies including NTBCL in proceedings pending before the Hon’ble National Company Law Tribunal, Mumbai Bench and the Hon’ble National Company Law Appellate Tribunal under Sections 241-242 of the Companies Act, 2013, the new Board is in the process of finalising a comprehensive approach to manage the current situation.

Your Company is unable to pay dividend to equity shareholders until the satisfaction of all its dues. Considering the magnitude of loss incurred in the financial year, the Board does not recommend any dividend for the year ended March 31, 2023.

#### **RESERVES**

During the year under review, the Company has incurred a net loss of Rs. 35.28 Crores. As a result, the Company has not transferred any amount to the General Reserve for the Financial Year ended March 31, 2023.

#### **DEBT REPAYMENT**

In terms of an affidavit filed by the Ministry of Corporate Affairs with the Hon’ble National Company Law Appellate Tribunal (NCLAT) on May 21, 2019, the cut-off date of October 15, 2018 (“Cut-off date”) was proposed. The Hon’ble NCLAT, vide its Order dated March 12, 2020, has approved the revised Resolution Framework submitted by the New Board, along with its amendments. In the said Order, the Hon’ble NCLAT has also approved October 15, 2018, as the Cut Off date for initiation of resolution process for IL&FS and its group companies, including the Company. Accordingly, the Company

has not accrued any interest on all its loans and borrowings with effect from October 15, 2018 (“Cut-off date”).

The Company has not made payment of monthly interest and quarterly repayment with regard to the Secured Term Loan (“Facility”) from ICICI Bank Limited for the period May, 2018 to March 31, 2023, (the cut-off date for moratorium is w.e.f. October, 15, 2018). The total outstanding amount upto March 31, 2023, is Rs. 47.40 crores, i.e. Rs. 45.00 crores on account of principal and Rs. 2.40 crores on account of interest accrued upto October 15, 2018 (“Cut-off date”) (Previous Year outstanding is Rs. 47.40 crores, i.e Rs. 45.00 crores on account of principal and Rs. 2.40 crores on account of interest accrued upto October 15, 2018, “Cut-off date”).

The total unsecured short term loan from IL&FS Transportation Networks Limited as on March 31, 2023, stood at Rs. 19.30 crores, including interest of Rs. 1.50 crores. The Company has provided the said interest upto October 15, 2018 (Cut-Off date”) (Previous Year outstanding is Rs. 19.30 crores, including Rs 1.50 crores on account of interest accrued upto October 15, 2018, “Cut-off date”).

It may be noted that as on August 21, 2023, ICICI Bank, the secured creditor to the Company has filed an application with National Company Law Appellate Tribunal (“NCLAT”) where they have sought permission to appropriate the Fixed Deposits and Current Account balances of the Company available with its other Bank.

#### **OPERATIONS**

Hon’ble High Court of Allahabad had, vide its Judgement dated October 26, 2016 on a Public Interest Litigation filed in 2012 (challenging the validity of the Concession Agreement and seeking the Concession Agreement to be quashed) has directed the Company to stop collecting the user fee holding the two specific provisions relating to levy and collection of fee to be inoperative but refused to quash the Concession Agreement. Consequently, Collection of user fee from the users of the NOIDA Bridge has been suspended from October 26, 2016.

Taking cognizance of financial crisis in IL&FS, Union of India has filed petition against IL&FS limited u/s 241 and 242 of the Companies Act, 2013 on October 01, 2018 to suspend existing Board of Directors and appoint its nominees as directors of IL&FS Limited to manage the affairs of the IL&FS Limited and its Group Companies. NCLT vide its Order dated October 31, 2018 has directed the Union of India to implead all Group Companies as party respondent in the matter. Accordingly the Company, being Group Entity of the IL&FS has become party to the matter.

Pursuant to NCLAT Order dated February 04, 2019, IL&FS has segregated the Group Entities into Green/Amber/Red Category. The Company has been classified as Red Entity (i.e. entity which can’t meet their payment obligations even towards senior secured financial creditors) based on 12 months cash flow.

Presently, the Company is generating revenue mainly from outdoor advertising on DND Flyway, and rent for use of the toll plaza for collection of Entry Tax and Environment Compensation Charge by the Contractor appointed by South Delhi Municipal Corporation and Licence fee for use of space near DND for mobile towers.

## SHARE CAPITAL

The paid-up Equity Share Capital as at March 31, 2023 stood at Rs. 186,19,50,020 divided into 18,61,95,002 of Rs. 10/- each. There was no change in the paid-up share capital during the year under review.

During the year under review, the Company has neither issued shares or convertible securities or shares with differential voting rights nor granted any stock options or sweat equity or warrants.

As on March 31, 2023, none of the Directors of the Company hold instruments convertible into Equity Shares of the Company.

There is no instance where the Company failed to implement any corporate action within the specified time limit.

## FINANCIAL STATEMENT

Your Company follows Indian Accounting Standards (Ind AS) issued by the Ministry of Corporate Affairs in the preparation of its Financial Statements. Your Company has consistently applied applicable Accounting policies during the year under review. Management evaluates all recently issued or revised accounting standards on an ongoing basis. The Company discloses consolidated and standalone financial results on a quarterly basis which are subjected to limited review and publishes Consolidated and Standalone Audited Financial Results on an annual basis. There were no revisions made to the Financial Statements during the year under review.

The Consolidated Financial Statements of the Company are prepared in accordance with the applicable Indian Accounting Standards issued by the Institute of Chartered Accountants of India and forms an integral part of this Report.

Pursuant to Section 129(3) of the Companies Act ("Act") read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of Subsidiaries/Associate Companies/Joint Ventures is given in Form AOC-1 and forms an integral part of this Report as **Annexure-I**.

## RELATED PARTY TRANSACTIONS

A significant quantum of related party transactions undertaken by the Company are with its subsidiary Company engaged in providing Operation and Maintenance Facility at DND Flyway.

All transactions entered with Related Parties during the year under review were on an arm's length basis and in the ordinary course of business. The Company has entered into one Material Related Party Transaction during the year under review for which required Resolution has placed for approval of the shareholders at their Annual General Meeting. Accordingly, the provisions of Section 188 of the Act are attracted and disclosure in form AOC-2 in terms of Section 134 of the Act is part of this as **Annexure-II**. Further, there were no Material Related Party Transaction during the year under review with the Promoters, Directors or Key Managerial Personnel, which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are mentioned in the notes to financial statements forming part of the Annual Report.

The Company has a Related Party Transaction framework. The policy on Related Party Transactions has been uploaded

in the Investor section of the Company's website at [www.ntbcl.com](http://www.ntbcl.com). All Related Party Transactions, regardless of their size, are placed before the Audit Committee and in case a transaction needs approval, as per the Policy, it is recommended to the Board by the Audit Committee. Omnibus approval was obtained on an Annual Basis from the Audit Committee for transactions which are repetitive in nature. A statement on all Related Party Transactions is placed before the Audit Committee and Board for review on a quarterly basis. None of the Directors have any pecuniary relationship or transactions vis-à-vis the Company.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Your Company is into the business of providing Infrastructure Facilities. Accordingly, the provisions of Section 186 pertaining to providing Loan or Guarantee to other corporate are exempted. All information regarding Loans, Guarantees and Investments are mentioned in the notes to Financial Statements for FY 2022-23 which are self-explanatory.

## PERFORMANCE OF SUBSIDIARY COMPANY

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, a statement containing salient features of financial statements of Subsidiary Company in Form AOC-1 is attached to the Financial Statements as **Annexure-I**. The separate Audited Financial Statements in respect of each of the said Subsidiary Company shall be kept open for inspection at the Registered Office of the Company. The Company will also make available these documents upon request by any Member of the Company interested in obtaining the same. The separate Audited Financial Statements in respect of the subsidiary are also available on the website of the Company at [www.ntbcl.com](http://www.ntbcl.com).

## SUBSIDIARY ENTITY

ITMSL Toll Management Services Limited

## MATERIAL SUBSIDIARY

ITNL Toll Management Services Limited is a material subsidiary of the Company as per the thresholds laid down under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") for FY 2022-23.

The Board of Directors of the Company has approved a Policy for determining material subsidiaries which is in line with the Listing Regulations as amended from time to time. The Policy has been uploaded on the Company's website and can be accessed at [www.ntbcl.com](http://www.ntbcl.com)

## DIRECTORS

In accordance with the provisions of Section 152 of the Act and the Company's Articles of Association, Mr. Manish Kumar Agarwal, Director of the Company retires by rotation at the forthcoming Annual General Meeting ("AGM") and, being eligible offers himself for re-appointment. The Board recommends the proposal of his re-appointment for the consideration of the Members of the Company at the forthcoming AGM and the same has been mentioned in the Notice convening the AGM. A brief profile of Mr. Manish Kumar

Agarwal has also been provided therein.

During the year under review, the Board of Directors on recommendation of the Nomination and Remuneration Committee appointed/re-designated Mr. Dheeraj Kumar as Executive Director on the Board of Directors of the Company in accordance with Section 161 of the Act, with effect from December 5, 2022, with the approval of shareholders at their Meeting through postal ballot.

Brief profile of Mr. Dheeraj Kumar has been given in the profile section of Director in the Annual Report.

Mr. Chandra Shekhar Rajan, Nominee Director of the Company, had resigned from the office of Directorship of the Company with effect from October 2, 2022 due to his personal reasons and work constraints. Your Directors place on record their sincere appreciation of the contribution made by him to the growth of the Company.

None of the Directors of the Company are disqualified from being appointed as Directors as specified under Section 164 of the Act.

None of the Directors of the Company are inter-se related to each other.

Pursuant to the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), the composition of Board of Directors of the listed entity shall have an optimum combinations of Executive and Non-executive Directors with at least one Woman Director. Presently, the constitution of Board of Directors of the Company was not in conformity with the provisions of the Companies Act and Listing Regulations. However, National Company Law Tribunal (NCLT), Mumbai Bench vide its Order dated April 26, 2019 has granted exemption to IL&FS and its Group Companies including NTBCL, regarding appointment of Independent Directors and Women Directors. With this Order, provisions of the Act and Listing Regulations are deemed to be complied with in respect of appointment of Independent Directors and Women Directors till the end of the moratorium period i.e. next date of further order in this regard.

Since, there is no Independent Director on the Board, the declarations required under Section 149(6) of the Act, and Regulation 16(b) of the Listing Regulations are not applicable. During the year under review, the Non-executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and reimbursement of expenses incurred by them for the purpose of attending Meetings of the Company.

### **KEY MANAGERIAL PERSONNEL**

In terms of the provisions of Section 203 of the Companies Act, 2013, Mr. Dheeraj Kumar, Executive Director, Mr. Rajiv Jain, Chief Financial Officer and Mr. Gagan Singhal, Company Secretary are the Key Managerial Personnel of the Company.

During the year under review, the Board of Directors, on recommendation of the Nomination and Remuneration Committee, appointed/re-designated Mr. Rajiv Jain as Chief Financial Officer, Mr. Dheeraj Kumar as Executive Director on the Board of Directors of the Company, with effect from December 5, 2022, with the approval of shareholders at their

Meeting through postal ballot. Mr. Amit Agrawal ceased to be Chief Financial Officer w.e.f. December 5, 2022.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirms that:

- (i) in the preparation of the Annual Accounts for the year ended March 31, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the loss of the Company for the year ended on that date;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the annual accounts have been prepared on a going concern basis;
- (v) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **MEETINGS OF THE BOARD AND ITS COMMITTEES**

#### **Board Meetings**

During the year under review, the Board of Directors of the Company met 6 (six) times i.e. May 30, 2022, August 10, 2022, November 14, 2022, December 5, 2022, February 9, 2023 and February 14, 2023. The attendance, along with such other details as required, of each of the Directors is mentioned in the Corporate Governance Report section of this Annual Report.

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings.

The details of the number of Meetings of the Board held during the Financial Year 2022-23 and the attendance of Directors forms part of the Report on Corporate Governance.

During the year under review, the Board accepted all recommendations made to it by its various Committees.

#### **Committee Meetings**

The Board of Directors has the following Committees as on March 31, 2023:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

The details of the Committees of the Board along with their composition, number of Meetings and attendance at the Meetings are provided in the Corporate Governance Report forming part of this Annual Report.

## **BOARD EVALUATION**

The purpose and intent of Board evaluation is in essence linked to extension or continuation of the term of appointment of the Directors appointed by the Members of the Company, based on the process of evaluation carried out by the Independent Directors and the Board.

You are aware that on October 1, 2018, Union of India (“UOI”) (acting through the Ministry of Corporate Affairs) had filed a petition with Hon’ble NCLT seeking immediate suspension of the Board of Directors of IL&FS and appointment of a new Board of Directors, amongst others, on the grounds of mismanagement and compromise in corporate governance norms and risk management by the erstwhile Board of the Company and that the affairs of the Company being conducted in a manner prejudicial to the public interest. Pursuant to the above developments, the New Board of IL&FS also initiated reconstitution of the Board of Directors of the Group Companies including NTBCL.

The requirement of appointing Independent Directors has been dispensed by NCLT Order dated April 26, 2019 for IL&FS and the Group Companies including NTBCL. In the absence of Independent Directors, the process of Board evaluation would anyway be redundant due to non-applicability of relevant provisions of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015. In view thereof, the Board has not followed the process of performance evaluation of the Board, Committees and the Directors during the FY 2022-23. However, an application has been made to MCA with a view to seek appropriate dispensation from the NCLT seeking exemption from the applicability of the provisions of Section 178 (2) and Schedule IV (VII & VIII) of the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report on the operations of the Company, as required under Regulation 34 read with Schedule V of the Listing Regulations is provided in a separate section and forms an integral part of this Report.

## **CORPORATE GOVERNANCE**

As per Regulation 34(3) read with Schedule V of the Listing Regulations, a Report on Corporate Governance practices followed by the Company, along with a certificate from practicing Company Secretaries on compliance with the provisions of Corporate Governance is annexed to this Report.

Further, the declaration signed by the Director affirming the compliance with Code of Conduct for Board of Directors and Senior Management Personnel is also enclosed to the Report on Corporate Governance.

## **ANNUAL RETURN**

Pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Companies (Management and Administration) Rules, 2014 the draft Annual Return of the Company in Form MGT-7 for FY 2022-23 has been placed on the Company’s website and can be accessed at [www.ntbcl.com](http://www.ntbcl.com).

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

### **Income Tax Matters**

On September 20, 2021, the Company has received an assessment order from the Income Tax Department u/s 143(3) read with section 144B of the Income Tax Act, 1961 for Assessment Year 2018-19, wherein a demand of Rs. 46.23 crores has been raised, primarily on account of valuation of land, by treating land as a revenue subsidy.

The Company, on September 30, 2021, requested the Assessing Officer to keep the penalty proceedings in abeyance and filed an appeal on October 19, 2021, with the Commissioner of Income Tax (Appeals), National Faceless Appeal Centre (NFAC), against the aforesaid assessment order.

During December, 2019 the Company has received the assessment order from Income Tax Department u/s 143(3) of the Income Tax Act, 1961, for the Assessment Year 2016-17 and 2017-18, wherein a demand of Rs. 357.00 crores and Rs 383.48 crores respectively has been raised, based on the historical dispute with the Tax Department, which is primarily on account of addition of arrears of designated returns to be recovered in future, valuation of land and other recoveries. The Company has filed an appeal with the first level Appellate Authority. With the transition to Faceless Appeals, as introduced vide Faceless Appeal Scheme, 2020, both the appeals have been transferred to the NFAC.

The Company has also received a Show Cause Notice, dated May 15, 2021, u/s 270A from the NFAC for the AY 2016-17 and AY 2017-18. However, the Company has requested that the penalty proceedings be kept in abeyance as the appeals on merits are currently pending before the Commissioner of Income Tax (Appeals).

The Income Tax Department has, in earlier years, raised a demand of Rs. 1,340.03 crores, which was primarily on account of addition of arrears of designated returns to be recovered in future from toll and revenue subsidy on account of allotment of land. Pursuant upon the receipt of order from CIT(A) on April 25, 2018, the Company has received the notice of demand from the Assessing Officer, Income Tax Department, New Delhi in respect of Assessment Years 2006-07 to 2014-15, giving effect to the said order from CIT (A), whereby an additional tax demand of Rs. 10,893.30 crores was raised. The enhancement of the demand was primarily on account of valuation of land. The Company has filed an appeal along with the stay application with Income Tax Appellate Tribunal (ITAT). The matter was heard by ITAT on December 19, 2018, January 2, 2019 and February 6, 2019 and based on the NCLAT order dated October 15, 2018, ITAT adjourned the matter sine die with directions to maintain status quo.

Further, in November, 2018, the CIT (A), Noida, passed a penalty order for Assessment Years 2006-07 to 2014-15, based on which the Assessing Officer Delhi, imposed a penalty amounting to Rs. 10,893.30 crores in December, 2018. The Company filed an appeal, along with a stay application with the Income Tax Appellate Tribunal (ITAT). The matter was heard by the ITAT on March 29, 2019 and May 3, 2019. ITAT has adjourned the matter sine die, with directions to maintain status quo.

On April 21, 2022, the Company has filed an application for early hearing of the appeals pending before Hon'ble ITAT, in respect of Assessment Years 2006-07 to 2014-15. Subsequently, the matter was listed for hearing on May 6, 2022, July 21, 2022, October 20, 2022, January 25, 2023 and March 25, 2023.

The Company on June 5, 2023 requested the Hon'ble ITAT for two clear dates to argue the matter and requested for no coercive action till the next date of hearing i.e. July 26, 2023. Accordingly, the matter was heard, argued and counter argued on July 26, 2023, August 1, 2023 and was concluded on August 2, 2023. Consequently, vide its Order dated August 8, 2023, the Hon'ble ITAT has pronounced its judgment for Assessment Years 2006-07 to 2011-12, wherein the appeals of the Revenue were dismissed and appeal of Company was allowed. As a result of this, approximately 72% of the total Demand of Rs. 23,127/- crores has been addressed by means of the ITAT Order dated August 8, 2023. For pending appeals pertaining to Assessment Years 2012-13 to 2014-15, the next date of hearing has been fixed as October 11, 2023.

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

### **SLP before Supreme Court**

The local resident welfare associations, Federation of Noida Resident Welfare Associations (FONRWA) had filed a Public Interest Litigation ("PIL") in 2012 in the Allahabad High Court ("HC") challenging the validity of the Concession Agreement and seeking the Concession Agreement to be quashed. The Hon'ble HC of Allahabad in a judgement dated October 26, 2016 held that the two specific provisions relating to levy and collection of fee to be inoperative but refused to quash the Concession Agreement. Consequently, collection of user fee from the users of the NOIDA Bridge was suspended from October 26, 2016. However, the Company continues to maintain the Project Assets to the extent permitted by the available resources.

The Company had challenged the HC Judgment before the Hon'ble Supreme Court of India ("SC") by way of Special Leave Petition (SLP No. 33403 of 2016). The Hon'ble SC had on November 11, 2016, passed an order in the aforesaid matter, requesting the Comptroller and Auditor General of India ("CAG") to assist the court in the matter by verifying the claim of the Company that the Total Cost of the Project has not been recovered in accordance with the terms of the Concession Agreement dated 12.11.1997. The CAG filed an Affidavit along with sealed cover report to SC on March 22, 2017. The CAG report clearly specified that Total Cost of Project had not been recovered by the Company. The CAG report also contained some other observations by the CAG, which were outside the scope of its remit. The SC Bench directed that the CAG Report be kept in a sealed cover and need not be provided to the Respondents in the case. The SC stated that the CAG report would continue to remain in a sealed cover.

The matter came up for hearing and/or was heard by the SC on March 5, 2019, March 25, 2019, April 25, 2019 and on 05.10.2020, on which date it was posted for final disposal on 18.11.2020, and it was directed that the counsel for the parties may file written submission if any. The matter was taken up

for hearing on 18.11.2020, on which date it was posted for 3<sup>rd</sup> week of January, 2021. Subsequently, the matter was listed on 20.01.2021, on that day the court directed that it would be listed for hearing on 16.03.2021. However, the matter was not taken up for hearing on that date. Subsequently, the matter was listed on 15.04.2021, however, on account of paucity of time the matter couldn't be taken up by the Hon'ble Court.

Further the Company has filed a letter of urgency/ Mentioning on July 8, 2021, Senior Counsel Mr. Siddharth Bhatnagar appeared before the mentioning Bench on July 26, 2021 and the Hon'ble Supreme Court has agreed to list the matter on August 10, 2021 with the directions that the referred matter should not be deleted from the Cause list. On 08.09.2021, the matter was posted to 26.10.2021, however it was not taken up by the court on that date due to paucity of time.

The SLP No. 33403/2016 was thereafter listed for hearing on 09.11.2021, 19.01.2022, 29.03.2022, 10.05.2022, 23.08.2022, 18.10.2022, 02.11.2022 and 10.01.2023, but hearing could not take place.

Subsequently, the matter was heard on July 27, 2023 and has been fixed for September 5, 2023. In the meanwhile, the Hon'ble Supreme Court has requested the Learned Additional Solicitor General of India to examine the report submitted by the CAG and assist the Hon'ble Supreme Court on the said fixed date.

### **Arbitration Matters - New Okhla Industrial Development Authority**

The Judgment of the Hon'ble HC of Allahabad had constituted a Change in Law as per the Concession Agreement, which obligates NOIDA to modify or cause to modify the Concession Agreement so as to place the Company in substantially the same legal, commercial and economic position as it was prior to such Change in Law. Accordingly, the Company had sent a proposal dated November 17, 2016 under Section 6.3B(a) of the Concession Agreement notifying NOIDA of the resultant Change in Law and occurrence of Events of Default. However, NOIDA failed to take any steps in pursuance of the said proposal. The Company then sent a Notice of Arbitration to NOIDA on February 14, 2017 pursuant to Section 26.1 of the Concession Agreement. The Company had appointed Mr. Justice Vikramjit Sen (Retd.) as its designated Arbitrator. However, NOIDA had not nominated its Arbitrator. In light of the foregoing, the Company had filed a petition on July 20, 2017 under Section 11(4) of the Arbitration and Conciliation Act, 1996 ("A & C Act") in the Hon'ble HC of Delhi which heard the said petition on October 24, 2017 and appointed Mr. Justice S.B Sinha (Retd.) as the Arbitrator on NOIDA's behalf. The Arbitral Panel comprising of Mr. Justice (Retd.) Satya Brata Sinha and Mr. Justice (Retd.) Vikramjit Sen and Hon'ble Justice (Retd.) R.C. Lahoti as Presiding Arbitrator had been constituted on November 15, 2017. At the preliminary hearing of the Arbitral Tribunal on December 2, 2017, schedule of steps to be followed upon had been agreed upon.

In compliance with the schedule, NTBCL had submitted their Statement of Claim aggregating to approximately Rs. 7000,00,00,000/- (Rupees Seven Thousand Crores) excluding interest and costs. Separately, IL&FS as the project sponsor and party to the Concession Agreement had filed an impleadment application with the Arbitral Tribunal along with a Statement of Claim. NOIDA had also filed a Counterclaim

Statement of Defence and an Application under Section 16 of the A & C Act raising jurisdictional objections before the Arbitral Tribunal. The Company and IL&FS have filed their reply to the application of NOIDA under Section 16 objecting to the maintainability of the claims within the stipulated time. NOIDA too has filed its written submissions on May 18, 2018 for arguments on application under Section 16 of the A & C Act. On May 19, 2018, the Arbitral Tribunal heard the arguments of the legal counsel of NOIDA and on June 2, 2018 the Arbitral Tribunal heard the objections and arguments of the legal counsel of IL&FS. On September 12, 2018, NOIDA had moved an application for the amendment of their counter claim which was opposed by the Company's Legal Counsel. On September 20, 2018 the Arbitrators stated that (a) amendment of the counter claim filed by NOIDA be left open to be considered at the final hearing and the Company has been given time to file its reply to the said counter claims on or before October 31, 2018, (b) The next date of hearing is November 13, 2018 for (i) settling the points for determination, (ii) determining the order of production of witnesses and issuing such further directions as needed, (c) March 5, 2019 to March 9, 2019 are appointed for recording evidence and (d) April 8, 2019 to April 13, 2019 and April 15, 2019 are appointed for final hearing.

Due to the Order of NCLAT dated October 15, 2018, passed in the matter of IL&FS and its Group Companies including NTBCL, the arbitration proceedings by NOIDA against the Company were kept in abeyance by the Arbitral Panel. NOIDA had also filed an Application for Directions in the Hon'ble Supreme Court (SC) seeking a stay on the arbitral proceedings and the stay of the interim award dated August 10, 2018 (rejecting NOIDA's Section 16 application) passed by the Arbitral Tribunal.

The matter was heard by the SC on March 5, 2019. The SC had issued a notice on the interim application filed by NOIDA seeking to stay the ongoing arbitration proceedings between the Company, IL&FS and NOIDA during the pendency of the subject SLP before the SC. On the hearing on March 25, 2019, the SC had directed that the Interlocutory Application (IA) filed by NOIDA in the NTBCL's SLP be placed and taken up with the SLP Filed by NOIDA in relation to the Delhi HC Order and be heard together with the same. The IA had therefore been directed to be listed with the said SLP (Diary Number 10503 of 2019). On April 12, 2019 the SC heard the matter along with the IA No. 170774 of 2019 filed by NOIDA and stayed the proceedings in the arbitration and fixed the matter for final disposal.

Subsequently, on 31.01.2020, an interim application seeking vacation of stay, being I.A. No. 19850/2020, was filed on behalf of NTBCL before the Hon'ble Supreme Court of India, and was also mentioned on 16.03.2020 before the Learned Registrar (Mentioning), however, in view of the outbreak of COVID-19 (Corona Virus), only matters of grave urgency were being listed before the Hon'ble Court.

Further the Company has filed a letter of urgency/ Mentioning on July 8, 2021 seeking vacation of Interim Stay granted by Order dated 12.04.2019 being I.A 77337/2021 wherein it was outline that the bridge which has been in operation for 21 years and is in dire need for essential major maintenance for relaying its surface and associated civil works, approximate estimated cost of Rs. 100.25 crores. Accordingly, Senior Counsel Mr.

Siddharth Bhatnagar appeared before the mentioning Bench on July 26, 2021 and the Hon'ble Supreme Court has agreed to list the matter on August 10, 2021 with the directions that the referred matter should not be deleted from the Cause list.

On 08.09.2021, the matter was posted to 26.10.2021, however it was not taken up by the court on that date due to paucity of time.

On 28.10.2021, the SLP No. 33403/2016 alongwith the I.A. No. 77337/2021 was mentioned to be heard urgently, and the full matter be also heard expeditiously. The Hon'ble Court indicated that it will take up the matter post-Diwali vacations, and since the matter was tentatively showing as being listed on 09.11.2021, the Hon'ble Court directed that it will not be deleted from the list of matters for 09.11.2021.

#### **Reconstitution/Change in Arbitral Panel:**

On account of the sad demise of Justice (Retd.) S. B. Sinha on March 19, 2019, the NOIDA had nominated Justice (Retd.) G. P. Mathur to replace late Justice (Retd.) S.B. Sinha and the Arbitration Tribunal had been re-constituted on April 25, 2019. Due to reconstitution of the Tribunal the following revised schedule of hearing was decided by the Arbitration Tribunal:

<b>Date</b>	<b>Purpose</b>
Sept 4/5/6/7, 2019	For recording Cross-Examination on the two witnesses
Oct 14/15/16/17, 2019	Final hearing submissions for the two Claimants, not exceeding 2 days each
Nov 4/5/6/7, 2019	Submissions for the Respondent followed by Rejoinder Submissions

On August 24, 2021, the Company was informed through email from Justice Mr. R C Lahoti (Retd), the presiding arbitrator in the arbitration, whereby he has withdrawn himself from the office of the presiding arbitrator w.e.f. August 23, 2021.

#### **Arbitration Matter - M/s NAKS Creators and M/s Anant Solutions**

The Company has terminated the contract with its erstwhile Licensee M/s Naks Creators as per terms of the License agreements. Subsequently, Company has awarded the Contract for Lease of Advertisement space to another Company at a much higher price. Pursuant to the termination of Contract, M/s Naks Creators have filed an application in Hon'ble Delhi High Court, who in turn have directed for settlement of matter by means of Arbitration, a method prescribed under the Contract. On April 12, 2023 hearing have been completed and both parties have submitted their claims and counter claims.

The Ld. Arbitral Tribunal vide order dated 03.03.2023 had: (a) dismissed the Claimant's prayer seeking an injunction on the termination of the License Agreements; and (b) directed NTBCL to submit a fixed deposit of INR 5 crores with the Arbitral Tribunal as security in the event an adverse award was passed against NTBCL.

On a limited appeal filed by NTBCL against the direction to make a deposit, the Hon'ble Delhi High Court vide order dated April 12, 2023 (Arb. A (COMM) 8 of 2023) granted an interim stay in favour of NTBCL. The next date of hearing is October 16, 2023.

Another application filed by Claimants under Section 17 of the Arbitration Act seeking stay on encashment of Bank Guarantee dated 1.06.2018 was dismissed as withdrawn vide order dated April 19, 2023, since the Ld. Arbitral Tribunal was not inclined to stay the said encashment.

**Other applications filed/proceedings initiated by Company before Hon'ble Supreme Court *qua* the Arbitration Proceedings and/or seeking interim operational reliefs**

On October 4, 2021 the Company filed an I.A. No. 129188 of 2021 seeking direction for status quo to be maintained with respect to display of outdoor advertisement along the DND Flyway and preclude them for taking coercive action to remove/adversely affect the advertisement. On 28.10.2021, the SLP No. 33403/2016 along with the I.A. No. 129188/2021 (against illegal action of NOIDA on demounting of display) was mentioned to be heard urgently, and the full matter be also heard expeditiously. The Hon'ble Court indicated that it will take up the matter post-Diwali vacations, and since the matter was tentatively showing as being listed on 09.11.2021, the Hon'ble Court directed that it will not be deleted from the list of matters for 09.11.2021.

Subsequently, on 19.01.2022, I.A. No. 129188/2021 was disposed off by the Hon'ble Court with the direction that the applicant/ NTBCL shall be permitted to put up outdoor advertisements on payment of Rs. 125/- per square feet per month in advance subject to the outcome of the SLP.

**Resolution process of IL&FS and its Group Companies**

Pursuant to the proceedings filed by the Union of India under Sections 241 and 242 of the Companies Act, 2013, the National Company Law Tribunal, Mumbai Bench ("NCLT"), by way of an Order dated October 1, 2018, suspended the erstwhile Board of Directors of Infrastructure Leasing & Financial Services Limited ("IL&FS") and re-constituted the same with persons proposed by the Union of India (such reconstituted Board, referred to as the "New Board"). The National Company Law Appellate Tribunal ("NCLAT") by way of its order on October 15, 2018 ("Interim Order") in the Company Appeal (AT) 346 of 2018, after taking into consideration the nature of the case, larger public interest and economy of the nation and interest of IL&FS and its group companies (including NTBCL) has stayed certain coercive and precipitate actions against IL&FS and its group companies including NTBCL. IL&FS and its group companies are currently undergoing resolution process under the aegis of the NCLAT and NCLT which will impact the going concern status of the Company. Moreover, NCLT, Mumbai Bench vide its Order dated April 26, 2019 has also granted exemption to IL&FS and its Group Companies including NTBCL, regarding appointment of Independent Directors and Women Directors. Further, the Hon'ble NCLAT vide its Order dated March 12, 2020 has approved the revised Resolution Framework submitted by New Board alongwith its amendments. In the said Order, Hon'ble NCLAT has also approved October 15, 2018 as the Cut-off date for initiation for Resolution Process of IL&FS and its Group Companies. Accordingly, the Company has not accrued any interest on all its loans and borrowings with effect from October 15, 2018 ("Cut-off date").

**AUDITORS AND REPORT OF THE AUDITORS**

**(a) Statutory Auditors**

Messrs N. M. Rajji & Co., Chartered Accountants (ICAI FRN 108296W) were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting ("AGM") of the Members of the Company held on September 30, 2022 to hold office from the conclusion of the 26<sup>th</sup> AGM of the Company till the conclusion of the 31<sup>st</sup> AGM at a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

The Statutory Auditors' Report forms part of the Annual Report. The Statutory Auditor's report does not contain any qualification, reservation or adverse remark for the year under review. However, the Auditors contains a matter of emphasis as detailed in the Independent Auditor's Report. There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder. The Statutory Auditors were present in the last AGM.

**(b) Cost Auditor**

Pursuant to Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 framed there under, the Company is not required to appoint the Cost Auditors for FY 2022-23.

**(c) Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Act and rules made thereunder, the Company had appointed M/s Kumar Wadhwa & Co., Company Secretaries (C. P. No. 7027) to undertake the Secretarial Audit of the Company and its Material Subsidiary for the FY 2022-23. The Secretarial Audit Report is annexed as **Annexure-V** and forms an integral part of this Report. The Secretarial Auditor has not expressed any qualification in their Secretarial Audit Report for the year under review.

The Secretarial Audit Report of Material Subsidiary of the Company is annexed as **Annexure VA**.

Pursuant to Regulation 24A of Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, the Annual Secretarial Compliance Report of the Company is uploaded on the website of the Company at <https://www.ntbcl.com>. The Secretarial Audit Report and Secretarial Compliance Report for FY 2022-23, do not contain any qualification, reservation, or adverse remark.

The Board of Directors at their meeting held on February 14, 2023 has appointed M/s Kumar Wadhwa & Co., Company Secretaries, (ICSI unique code-P2014DE036600) as the Secretarial Auditor for FY 2022-23.

M/s Kumar Wadhwa & Co. observed the followings:

The Company has not complied with the regulation 17, 18, 19, 20 and 25 of SEBI (Listing Obligation and Disclosure Requirements) 2015, along with section 149, 177 and 178 of the Companies Act, 2013, in respect of composition of Board of Directors, Audit Committee,

Nomination and Remuneration Committee, Stakeholder Relationship Committee due to non-appointment of Independent Directors and Woman Director.

The constitution of Board of Directors of the Company was not in conformity with the provisions of the Companies Act and Listing Regulations. NCLT, Mumbai Bench vide its Order dated April 26, 2019 has granted exemption to IL&FS and its Group Companies including NTBCL, regarding appointment of Independent Directors and Women Directors. With this order, provisions of the Act and Listing Regulations are deemed to be complied with till the end of the moratorium period i.e. next date of further order in this regard.

### **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an effective internal control which is constantly assessed and areas of improvement are identified and gaps filled. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The internal audit for the year under review was entrusted to M/s Thakur Vaidyanath Aiyer & Co., Chartered Accountants.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same.

The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the Internal Audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

### **REPORTING OF FRAUDS**

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder.

### **VIGIL MECHANISM /WHISTLE BLOWER POLICY**

The Company has a Whistle Blower Policy to report genuine concerns or grievances and to provide adequate safeguards against victimization of persons who may use such mechanism. The Whistle Blower Policy provides details for direct access to the Chairman of the Audit Committee. The policy has been posted on the website of the Company at [www.ntbcl.com](http://www.ntbcl.com).

The Company has not received any complaints under this policy during the year under review.

### **MANAGERIAL REMUNERATION POLICY**

In terms of the provisions of Section 178 of the Companies Act, 2013 read with Rules made thereunder and Regulation 19 of Listing Regulations, the Board of Directors of the Company had framed Managerial Remuneration Policy which includes the criteria for determining qualifications, positive attributes, independence of directors and other matters as specified under Section 178(3) of the Companies Act, 2013

and Regulation 19 read with Part D of Schedule II of Listing Regulations. The policy is available on the website of the Company at [www.ntbcl.com](http://www.ntbcl.com).

### **CORPORATE SOCIAL RESPONSIBILITY**

In accordance with the provisions of the Companies Act 2013 read with Rules made thereunder, the Company was not required to make any CSR contribution for the Financial Year 2022-23.

The Report on CSR activities as required under the Companies (CSR Policy) Rules, 2014 along with the brief outline of the CSR policy is annexed as **Annexure 'IV'** and forms an integral part of this Report. The Policy has been uploaded on Company's website at [www.ntbcl.com](http://www.ntbcl.com).

### **ENVIRONMENT, HEALTH AND SAFETY**

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.

### **DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

In compliance of provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the Company has formulated and implemented a policy on prevention, prohibition and redressal of complaints related to sexual harassment of women at the workplace.

The Company is committed to providing a safe and conducive work environment to all its employees and associates. All women employees either permanent, temporary or contractual are covered under this policy. The said policy has been circulated to all employees of the Company for their information. An Internal Complaint Committee (ICC) has been set up in compliance with the POSH Act. During the year under review, there were no cases were reported to the Board under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### **HUMAN RESOURCES AND INDUSTRIAL RELATIONS**

The Company considers its employees the most valuable resource and ensures the strategic alignment of HR practices to business priorities and objectives. The Company strongly believes in fostering a culture of trust and mutual respect amongst its employees and seeks to ensure that values and ethos are understood by everyone and are the reference point in all people matters.

### **BUSINESS RESPONSIBILITY REPORT**

The Business Responsibility Report as required by Regulation 34(2) of the Listing Regulations is not applicable to the Company for the year under review.

### **INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

A detailed disclosure with regard to the IEPF-related activities undertaken by your Company during the year under review forms part of the Report on Corporate Governance.

## **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Since the Company does not own any manufacturing facility, there is nothing to report under the Energy Conservation and Technology Absorption particulars pursuant to Section 134(3)(m) of the Act, read with the Rules 8(3) of the Companies (Accounts) Rules, 2014.

The Company has neither earned nor spent any foreign exchange during the year under review.

## **OTHER STATUTORY DISCLOSURES**

The Disclosure required under Section 197(12) of the Act read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as **Annexure-VI** and forms an integral part of this Report.

A statement comprising the names of top 10 employees in terms of remuneration drawn and every person employed throughout the year, who were in receipt of remuneration in terms of Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forms an integral part of this annual report. The same is not being sent along with this annual report to the members of the Company in line with the provisions of Section 136 of the Act. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company or send an email at [ntbcl@ntbcl.com](mailto:ntbcl@ntbcl.com). The aforesaid Annexure is also available for inspection by Members at the Registered Office of the Company, 21 days before and up to the date of the ensuing Annual General Meeting during the business hours on working days.

None of the employees listed in the said Annexure is a relative of any Director of the Company. None of the employees hold (by himself or along with his spouse and dependent children) more than two percent of the Equity Shares of the Company.

## **FIXED DEPOSITS**

The Company has not accepted any Deposits within the meaning of Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 as amended, during the year under review.

## **COMPLIANCE WITH SECRETARIAL STANDARDS**

During the year under review, your Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

## **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There was no material change and commitment which materially affect the financial position of the Company occurred between the financial year ended on March 31, 2023 and the date of this report.

## **EMPLOYEE STOCK OPTION PLANS**

The Company has two employees stock option plans viz. ESOP 2004 and ESOP 2005.

During the year, the Company has not granted any stock options. All stock options granted in the past have been exercised, allotted or have lapsed.

No options have been granted under ESOP 2005 so far and Options under ESOP 2004 were granted as per the pricing formula approved by the shareholders.

## **CAUTIONARY STATEMENT**

Statements in this Directors' Report and Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include changes in Government regulations, Tax regimes, economic developments within India and other ancillary factors.

## **ACKNOWLEDGEMENT**

Your Directors thank the Government of India, the State Governments, local municipal corporations and various regulatory authorities for their co-operation and support to facilitate ease in doing business..

Your Directors also wish to thank its customers, business associates, suppliers, investors and bankers for their continued support and faith reposed in the Company.

Your Directors wish to place on record deep appreciation, for the contribution made by the employees at all levels for their hard work, commitment and dedication towards the Company. Their enthusiasm and untiring efforts have enabled the Company to scale new heights.

**For and on behalf of the Board of Directors of  
Noida Toll Bridge Company Limited**

**Nand Kishore**  
Chairman  
DIN : 08267502

Date: August 29, 2023

**FORM NO. AOC - 1**

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures  
(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)**

**PART "A": SUBSIDIARIES**

(Information in respect of each subsidiary to be presented with amounts in Rupees)

<b>PART "A"; SUBSIDIARIES</b>		
1.	Name of the Subsidiary	ITNL Toll Management Services Limited
2.	Reporting Period	2022-23 (01/04/2022-31/03/2023)
3.	Reporting Currency	INR
4.	Share Capital	5,00,000
5.	Reserve & Surplus	(14,10,102)
6.	Total assets	58,21,941
7.	Total liabilities	58,21,941
8.	Investments	Nil
9.	Turnover	2,41,01,353
10.	Profit (Loss) before taxation	14,62,008
11.	Provision for Taxation	34,794
12.	Profit after taxation	14,27,214
13.	Proposed Dividend	Nil
14.	% of Share holding	51%

**PART "B"; Associates & Joint Ventures** : Not Applicable

- Names of associates or joint ventures which are yet to commence operations : Nil
- Names of associates or joint ventures which have been liquidated or sold during the year: Nil

**FORM NO. AOC-2**

**Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

**1. Details of contracts or arrangements or transactions not at arm's length basis : NOT APPLICABLE**

**2. Details of material contracts or arrangement or transactions at arm's length basis**

(a) Details with respect to the transaction entered into with ITMSL as required under Section 188 of the Companies Act, 2013:

<b>Particulars</b>	<b>Details</b>
Name of the Related Party	ITNL Toll Management Services Limited (ITMSL)
Nature of Relationship	ITMSL is a 51% subsidiary of the Company which was set up by NTBCL specifically for the purpose of providing Operation & Maintenance Services to NTBCL. NTBCL controls overall management and operations of ITMSL. There are three Directors in ITMSL who are Key Managerial Personnel in NTBCL. ITMSL is a Joint Venture with IL&FS Transportation Networks Limited ("ITNL").
Nature of Contract	Operation & Maintenance Contract (O&M Contract) starting on August 1, 2007.
Duration of Contract	Termination Date as defined in the Agreement is the date which is the earlier of the following: (i) the date the Agreement is expressly terminated or (ii) the termination/expiration of the Concession Agreement An ongoing contract. The O&M fee however is reviewed annually by the NTBCL Audit Committee/Board.
Terms of Agreement	ITMSL, an Operation & Maintenance Company (incorporated as a Special Purpose Vehicle for the O&M of DND Flyway) has been O&M Contractor for the Project since August 1, 2007 via an Agreement dated August 8, 2007 entered into between NTBCL and ITMSL, @ an initial monthly O&M Fee of Rs. 43.00 lacs per month w.e.f. April 1, 2008. Subsequently all future fee revisions automatically form part of the said Agreement. Scope of O&M Operator's work inter-alia includes- · Operating the facility and collecting toll · regular maintenance of the facility covering regular repairs in accordance with the standards and provisions of the Concession Agreement.
Prior approvals sought (if any)	All revisions in the O&M Fees have been approved by the Board via the Company's annual budget wherein O&M Fee details are disclosed separately. The detailed terms of the Contract were presented to the Audit Committee for their information on July 28, 2014. Being an existing contract no approval was required. Approval for the payment of O&M fees was granted by the Audit Committee and Board at their meeting held on August 9, 2017 and November 6, 2018, May 24, 2019, June 29, 2020, June 29, 2021, August 10, 2022 and August 14, 2023.
Advance received or paid if any	Nil
Terms of the Contract	Monthly fees of Rs. 20.00 lakhs per month was paid for Financial Year 2022-23. In view of the above, it is proposed that the O&M fees be fixed at Rs. 2.40 crores for FY 2023-24. The amount of fees being proposed to be paid is more than 10% of the Annual Turnover of the Company for FY 2022-23, hence the transaction is material and shall require approval of the Board of Directors and Shareholders of the Company.
The manner of determining the pricing, and other commercial terms	The O&M Fees payable to ITMSL are largely determined in accordance with the prevailing trends in the industry and annual increases if any are linked to increases in price indices.



(b) Justification for Ordinary Course of Business:

- NTBCL was set up as a Special Purpose Vehicle (SPV) for the purpose of implementing the Noida Toll Bridge project on a BOOT format.
- Operation and Maintenance of the facility is a vital part of the Company's day to day functioning.
- The relevant "Main Objects" clause of the Memorandum of Association of the Company is reproduced below:

*"1. To promote, develop, finance, establish, design, construct, equip, operate, maintain, modify and upgrade the Delhi Noida Bridge across river Yamuna by linking Maharani Bagh with Sector 15A - 16A of Noida area and its ancillary facilities including the approach roads, minor and major bridges, flyovers, inter-changes, culverts, links, buildings, restaurants, commercial premises, hoardings, toll booths, electric fittings, drains, waterways, etc on a Build Own Operate Transfer (BOOT) basis and to charge and collect tolls, fees, cess, rents from the users of the Bridge and its ancillary facilities and to retain and appropriate receivables under a concession received from the Government and including but not limiting to..."*

This transaction may hence be considered in the ordinary course of business.

(c) Transaction is at an 'arms length'

- Background

The toll collection and maintenance of the facility was initially handled by Intertoll Management

Services BV, selected via a open competitive bidding process

After 11 years of operation the O&M Fees were linked to traffic and would have lead to an astronomical rise in the Fee. The Management hence proposed that the O&M be handled in-house.

A subsidiary, ITMSL, was hence incorporated, jointly with ITNL, to implement the O&M for DND.

- The O&M Fees payable to ITMSL is largely determined in accordance with the expenses being incurred by ITMSL and annual increases are linked to increases in costs if any.
- Handling O&M through a subsidiary also facilitates better control/accountability and ensures a higher quality of service

A transfer pricing is undertaken every year to ascertain that the payment made to the subsidiary is as per the Industry norms. It may be noted that because this project is in a metro city, costs, including salary/wage costs are bound to be higher than the national highways. Since, however, the traffic and hence income is high, it is more than offset by the higher cost of manpower.

It may be noted that Mr. Rajiv Jain – Chief Financial Officer, Mr. Gagan Singhal – Company Secretary and Mr. Amit Agrawal – Dy. Manager (Accounts) are also Directors on the Board of ITMSL.

**Remuneration Policy for Directors, Key Managerial Personnel and other Employees**
**I. Preamble :**

- (1) Noida Toll Bridge Company Limited (“NTBCL”) is a Special Purpose Vehicle promoted by Infrastructure Leasing & Financial Services Limited (“IL&FS”) with a lean staff strength of only 3 employees who oversee a wide range of activities including Operations, Finance, Secretarial, HR and Administration.
- (2) Since the Company has a lean strength of only 3 employees, the Human Resource Development (HRD) policies are formulated to retain the existing talent base in the organization. The HRD strategy is to :
  - Retain competent resources;
  - Provide competitive performance based compensation and benefits;
  - Facilitate and provide growth opportunities.

**II. Effective Date:**

This policy shall be effective from 1st April, 2014

**III. Compensation Forum :**
**(1) Nomination and Remuneration Committee :**

The Company’s HRD Committee was constituted in January 1998 for formulation of an appropriate compensation policy relating to salary, performance related pay, increments, allowances, perquisites, loan facilities and other compensation/ incentives for the employees of the Company including the Whole-time Directors. The Committee is presently chaired by Nominee Director.

The Company’s compensation policy has been laid out in its Employee Handbook, which has been approved by this Committee of Directors. Any amendment to the Employee Handbook is also subject to the approval of the Committee.

**VI. Remuneration Pattern- Executive Director :**

- (1) Structure :** A summary of the compensation structure for Executive Directors is as mentioned below :

Components	Item	Description	Policy
Salary, Allowances & Perquisites	Reflects the Directors’ experience, criticality of the role with the Company	Consolidated Salary fixed for each financial year which is also used for computing other components including retiral benefits Paid on a monthly basis	Normally positioned as the highest as compared to the Company
Short-term incentive	Based totally on the performance of the Director for each financial year	Variable component of the remuneration package paid on an annual basis	Determined by the Nomination & Remuneration Committee after year-end based on performance during the year

Pursuant to the notification of the Companies Act 2013, as required by Section 178, the above Committee was renamed as the “Nomination and Remuneration Committee” on July 28, 2014.

**IV. Companies Act, 2013 Provisions:**

- (1) In April 2014, the erstwhile Companies Act, 1956, which governed the appointment and remuneration of the Whole Time Directors, was replaced by the new Companies Act, 2013. Accordingly provisions of the Act relating to the following, have been considered while formulating the Remuneration Policy in NTBCL:-
  - (a) Remuneration for Whole Time, Non-Executive Directors, Key Managerial Personnel and Management
  - (b) Role of the Nomination and Remuneration Committee
  - (c) Disclosures in the Directors’ Report.

**V. Objective:**

- (1) The key objective of the Managerial Remuneration Policy is to enable a framework that allows for competitive and fair rewards for the achievement of key deliverables and also aligns with practice in the industry and shareholders’ expectations. This policy reviews the compensation package payable to the Executive and Non-executive Directors and the Management of the Company.
- (2) When deciding remuneration for the Executive Directors and the Management, the Nomination & Remuneration Committee considers the market scenario, business performance of the Company and the remuneration practices in other Infrastructure Companies comparison in terms of revenue, market capitalization, diversity and growth is carried out with Indian Corporate.

Components	Item	Description	Policy
Long-term incentive	Drive and reward delivery of sustained long-term performance	Variable long-term remuneration component, paid in shares/ESOPs	Determined by the Nomination & Remuneration Committee and distributed on the basis of tenure, seniority and performance
Retiral Benefits	Provide for sustained contribution	This includes Provident Fund @ 12% of the Consolidated Pay, Gratuity @ 30 days Consolidated Pay for every completed year of service or part thereof in excess of 6 months	Paid post separation from the Company as per the Rules of the Provident Fund and Gratuity Acts

(2) **Base Salary:** The Shareholders of the Company, while approving the appointment of the individual Executive Directors approve the scale within which the Consolidated Salary of the Executive Directors could be fixed by the Nomination & Remuneration Committee of the Board, during the tenure of such Executive Directors.

(3) **Perquisites and benefits :** All other benefits and perquisites are as per the rules of the Company as given in the Employee Handbook.

(4) **Short-Term Incentive Plan ('STIP'):**

- The Company operates a fairly robust variable pay scheme called "Performance Related Pay" [PRP].
- In determining the actual PRP payments, the Nomination & Remuneration Committee takes into consideration such factors as the individual's performance and the financial performance of the Company.

## VII. Key Management Personnel :

(1) The Key Management Personnel (KMP) in the Company are given below:

Executive Director  
Chief Financial Officer  
Company Secretary

(2) Duties of the Key Management Personnel :

The Key Managerial Personnel mentioned above have fiduciary duties towards the Company in addition to being the Officers in Default under the Companies Act, 2013 and other duties and responsibilities prescribed by other applicable statutes.

(3) The remuneration package of the Key Management and Senior Management comprises of:

- Fixed Remuneration :** This includes a Monthly Salary including Consolidated Pay, House Rent Allowance, and other Allowances as listed in the Company's Employee Handbook and amended from time to time;

(b) **Annual Allowances:** This consists of Leave Travel Allowance, Medical Reimbursement and other Allowances as listed in the Company's Employee Handbook and amended from time to time;

(c) **Retirals:** This includes Provident Fund @ 12% of the Consolidated Pay, Gratuity @ 30 days Consolidated Pay for every completed year of service or part thereof in excess of 6 months. However, the Board of Directors has discontinued the Superannuation Policy since March, 2022.

## VIII. Non-Executive Directors:

- The Board is responsible for setting policy in relation to the Non-Executive Directors' fees and reviews them periodically. General policy is to provide fees in line with market practice for similar Non-Executive Director roles in the comparable corporate in India. The sitting fees (for attending Meetings of the Board and Committees thereof) were last reviewed in November 6, 2018.
- Non-Executive Directors are also given a commission within the overall limits prescribed in the Companies Act, 2013 and as approved by the shareholders from time to time. The allocation of the Commission is decided by the Nomination and Remuneration Committee.

## IX. Remuneration Mix:

The total remuneration package is designed to provide an appropriate balance between fixed and variable components with focus on performance related pay so that strong performance is incentivized but without encouraging excessive risk taking.

## X. Role of the Nomination and Remuneration Committee (NRC):

NRC, in addition to the responsibilities specified as per companies act, 2013, would play a pivotal role in ensuring the governance as follows:

- Recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel (KMP) and other employees.

- (2) The Nomination and Remuneration Committee shall, while administering the Remuneration Policy ensure that:
  - (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors/senior management of the quality required to run the company successfully;
  - (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
  - (c) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
  - (d) Ensure that the Remuneration Policy is disclosed in the Board's Report to the shareholders.

**Annual Report on CSR Activities (2021-22)**
**I. A brief outline of the Company's CSR Policy and Overview of Projects:**

The CSR Policy of the Company was approved by the Board at its Meeting held on September 29, 2014 and was made effective from April 1, 2014.

The Company's community development initiatives through its CSR policy focus on improving the livelihood and general well-being of the people in the catchment area. The community initiatives follow a clear and well-defined strategy, to ensure that the key needs of these communities are met.

The broad areas of NTBCL's social efforts have been to improve education levels of under privileged children, improve health through services rendered in primary health sector (preventive and curative) as well activities related to hygiene and providing clean drinking water to underprivileged communities/ school children in addition to employment linked training to youth. The Company have done enormous work in improving the infrastructure of school / providing basic amenities to school children and completely renovated the primary section of a primary school in Noida.

A copy of the CSR Policy of the Company is available on the website of the Company. The Company has not undertaken CSR initiatives during the year under review.

**II. The Composition of the CSR Committee:**

In terms of Section 135 of the Act, as on April 1, 2018, the Company's Corporate Social Responsibility Committee (CSR Committee) consisted of three Directors including two Independent Directors. Since the provisions of Section 135 of the Companies Act, 2013 are not applicable on the Company. However, National Company Law Tribunal (NCLT), Mumbai Bench vide its order dated April 26, 2019 has granted exemption to IL&FS and its Group Companies including Noida Toll Bridge Company Limited (NTBCL), in respect of appointment of Independent Directors and Woman Director. Presently, the Company has no CSR Committee. For the year 2022-23 the provisions of section 135 of the Companies Act, are not applicable to the Company.

**III. Average Net Profit/Loss of the Company for the Last Three Financial Years:**

In line with the provisions of Section 135 of Companies Act, 2013 and the CSR Rules, 2014, the audited net profits for the last 3 financial years and the average of the same is as given below:

(Rs. in Crores)

Particulars	2019-20	2020-21	2021-22
Profit before Tax-Amount	(31.05)	(40.46)	(41.47)
Average Net Profit/Loss over 3 years	(37.66)		

**IV. Prescribed CSR expenditure:**

In line with the provisions of Section 135 of Companies Act, 2013 and the CSR Rules, 2014, the prescribed CSR Expenditure for FY 2022-23 was NIL.

**V. Details of CSR spent during the financial year:**

- (1) Total amount to be spent for the financial year 2022-23: NIL
- (2) Amount unspent, if any : NA
- (3) Manner in which the amount spent during the financial year is detailed below:

(in Rs.)

(1) Sr. No.	(2) CSR Project or Activity Identified	(3) Sector in which the Project is covered	(4) Projects or Programs (1) Local area or other (2) Specify the State and District where projects or programs was Undertaken	(5) Amount Outlay (budget) project or program wise			(6) Amount spent on the Projects or Programs			(7) Cumulative Expenditure upto the reporting period			(8) Amount spent: Direct of through implementing agency
				Direct	Overheads	Total	Direct	Overheads	Total	Direct	Overheads	Total	
-	None	N.A.	N.A.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	N.A.

**VI. Reasons for not spending the CSR spend:**

Not Applicable

**VII. Responsibility Statement:**

The CSR Committee of the Company is in compliance with provisions of the Companies Act, 2013 in ensuring implementation and monitoring of the CSR Objectives and Policy of the Company.

**Form No. MR-3  
SECRETARIAL AUDIT REPORT**

**For the Financial Year ended 31<sup>st</sup> March, 2023**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**NOIDA TOLL BRIDGE COMPANY LIMITED**  
Toll Plaza, Mayur Vihar Link Road,  
New Delhi-110091.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Noida Toll Bridge Company Limited** having Corporate Identity Number L45101DL1996PLC315772 (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, Minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its Officers, Agents and Authorized Representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, Minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2023, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the financial year under review);**

- (d) The Securities and Exchange Board of India (Share Based Employee benefits) Regulations, 2014; **(Not Applicable to the Company during the financial year under review);**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the financial year under review);**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the Company during the financial year under review);**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not Applicable to the Company during the financial year under review);**
  - (i) The Securities and Exchange Board of India (Listing obligations and Disclosures Requirements) Regulations, 2015;
  - (vi) Other applicable Acts:
    - (a) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013  
As per explanation provided by the Management, no sector specific laws are applicable to the Company. We have relied on the presentation made by the Company and its Officers on systems and mechanism formed by the Company for compliance under other Act, Laws and Regulations to the Company.  
We have also examined compliance with the applicable clauses of the following:
      - (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
      - (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that**

The Board of Directors of the Company was not duly constituted and the details are mentioned in **Annexure B**.

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation at the Meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the Minutes of the Meetings of the Board of Directors or Committees of the Board, as the case may be.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period, the changes have been made in the constitution of board of director of the Company detailed as **Annexure-C**.

**We further report that** during the audit period the Central Government has initiated investigation under Section 242 of the Companies Act, 2013 against Infrastructure Leasing and

Financials Services Limited and its various Group Companies including Noida Toll Bridge Company Limited, and the matter is pending before National Company Law Tribunal (Mumbai Bench).

For **Kumar Wadhwa & Associates**  
Company Secretaries

**Sanjay Kumar**  
(Managing Partner)

Membership No. FCS No.: 9211

C P No.: 7027

Place: Delhi

Date: 24.05.2023

UDIN: F009211E000365567

**Notes:** i. This report is to be read with our letter of even date which is annexed as **Annexure-A** and forms an integral part of this report.

ii. The management has confirmed that the records submitted to us are the true and correct. This Report is limited to the Statutory Compliances on laws / regulations / guidelines listed in our report of which, the due date has been ended/ expired on or before March 31, 2023 pertaining to Financial Year 2022-23.

## “ANNEXURE A” to the Secretarial Audit Report”

For the Financial year ended 31<sup>st</sup> March, 2023

To,  
The Members,  
**NOIDA TOLL BRIDGE COMPANY LIMITED**  
Toll Plaza, Mayur Vihar Link Road,  
New Delhi-110091

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. We have relied upon the Report of Statutory Auditors regarding compliance of Companies Act, 2013 and Rules made thereunder relating of maintenance of Books of Accounts, papers, and Financial Statements of the relevant financial year, which gives a true and fair view of the state of the affairs of the Company.

4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For **Kumar Wadhwa & Associates**  
Company Secretaries

**Sanjay Kumar**  
(Managing Partner)

Membership No. FCS No.: 9211

C P No.: 7027

Place : Delhi

Date : 24.05.2023

UDIN: F009211E000365567

**ANNEXURE B” to the Secretarial Audit Report  
For the Financial Year ended 31<sup>st</sup> March, 2023**

**Observations:**

The Company is in default of complying with the followings Corporate Governance Regulations of SEBI (LODR), 2015: Regulation 17, 18, 19, 20 and 25 with respect to the composition of Board of Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee, with respect to Independent Directors respectively and specifically non compliance relating to appointment of Independent Directors and Woman Director.

Section 149, 177, 178 of the Companies Act, 2013 with respect to appointment of Independent Directors, Woman Director, Audit Committee, and Nomination & Remuneration, Stakeholder Relationship Committee respectively.

However, National Company Law Tribunal (NCLT), Mumbai Bench vide its Order dated April 26, 2019 has granted exemption to IL&FS and its group Companies including listed entity Noida Toll Bridge Company Limited, in respect of appointment of Independent Directors and Woman Director.

**“ANNEXURE C” to the Secretarial Audit Report”  
For the Financial year ended 31<sup>st</sup> March, 2023**

The changes in the constitution of board of director of the company during the financial year 2022-23:

S. No	Name	Designation	Appointment/resignation	Date
1.	Mr. Santanu Sen	Nominee director	Resignation	29.08.2022
2.	Mr. Dheeraj Kumar	Nominee director	Appointment	30.08.2022
3.	Mr. Dheeraj Kumar	Nominee director	Change in Designation	30.09.2022
4.	Mr. Chandra Shekhar Rajan	Nominee director	Resignation	02.10.2022
5.	Mr. Nand Kishor	Additional Director	Appointment	04.10.2022
6.	Mr. Nand Kishor	Nominee Director	Appointment	04.10.2022
7.	Mr. Rajiv Jain	Chief Executive Officer (CEO)	Resignation	05.12.2022
8.	Mr. Amit Agrawal	Chief Financial Officer (CFO)	Resignation	05.12.2022
9.	Mr. Rajiv Jain	Chief Financial officer (CFO)	Appointment	05.12.2022
10.	Mr. Dheeraj Kumar	Whole Time Director	Change in Designation from Nominee Director to Whole Time Director	05.12.2022

**SECRETARIAL COMPLIANCE REPORT OF NOIDA TOLL BRIDGE  
COMPANY LIMITED FOR THE YEAR ENDED MARCH 31, 2023**

(Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 read with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**We, Kumar Wadhwa & Associates, Company Secretaries,** have examined:

- (a) All the documents and records made available to us and explanation provided by **NOIDA TOLL BRIDGE COMPANY LIMITED**, (“the listed entity”),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity, i.e., <http://www.ntbcl.com/>,
- (d) Any other document/ filing, as may be relevant,

which has been relied upon to make this certification, for the year ended March 31, 2023 (“Review Period”) in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (I) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (II) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the period under review)**

- (III) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company during the period under review)**
- (IV) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the period under review)**
- (V) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the period under review)**
- (VI) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the period under review)**
- (VII) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the Company during the period under review)**
- (VIII) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (IX) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the period under review)**
- (X) Securities and Exchange Board of India (Depositories and participant) Regulations, 2018; and circulars/ guidelines issued thereunder;

Additional affirmations in Annual Secretarial Compliance Report (ASCR) in terms of the BSE Circular reference No. 20230316-14 and NSE Circular Ref No: NSE/CML/2023/21 both dated March 16, 2023:

S. No	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	NA
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>	Yes  Yes	NA  NA
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> </ul>	Yes  Yes	NA  NA

S. No	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
	<ul style="list-style-type: none"> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes	NA
4.	<b>Disqualification of Director:</b> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	NA
5.	<b>To examine details related to Subsidiaries of listed entities:</b> (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes Yes	NA NA
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	NA
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	No	NCLT, Mumbai Bench vide its Order dated April 26, 2019 has granted exemption to IL&FS and its group Companies including listed entity Noida Toll Bridge Company Limited, in respect of appointment of Independent Directors and Woman Director.
8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes No such case	NA NA
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NA
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	NA
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	NA
12.	<b>Additional Non-compliances, if any:</b> No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	NA	NA

Based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with all the provisions of the above Regulations and circulars/ guidelines issued thereunder, except of matters specified below:

S. No	Compliance Requirement (Regulations/ Circulars/ Guidelines including specified clause)	Deviations	Observations/ remarks
1.	Regulations 17, 18, 19, 20 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The listed entity has no Independent Director and Woman Director as on March 31, 2023.	The listed entity is in default of complying with the provisions relating to appointment of Independent Director and Woman Director.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder, as applicable on it, insofar as it appears from our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder: **Not Applicable**

S. No	Action taken by	Details of Violation	Details of action taken E.g., fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, if any,
NIL				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: -

S. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended March 31, 2023	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The listed entity is in default of complying with the Regulations 17, 18, 19, 20 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the appointment of Independent Directors and Woman Director.	The listed entity is in default of complying with the Regulations 17, 18, 19, 20 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the appointment of Independent Directors and Woman Director.	NCLT, Mumbai Bench vide its Order dated April 26, 2019 has granted exemption to IL&FS and its group Companies including listed entity Noida Toll Bridge Company Limited, in respect of appointment of Independent Directors and Woman Director.	No action was required to be taken in view of Order of Hon'ble NCLT.

We, further, report that the Company has re-appointed M/s N.M. Raiji and Company Chartered Accountants (ICAI FRN 108296W) for a further period of five consecutive years in its 26<sup>th</sup> Annual General Meeting held on September 30, 2022.

For **Kumar Wadhwa & Associates**  
Company Secretaries

**Sanjay Kumar**  
(Managing Partner)

Membership No. FCS No.: 9211

C P No.: 7027

UDIN: F009211E000364797

Place: Delhi

Date: 24.05.2023

**SECRETARIAL COMPLIANCE REPORT OF  
ITNL Toll Management Services Limited  
For the year ended 31<sup>st</sup> March, 2023**

*(Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 read with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

We, Kumar Wadhwa & Associates, Company Secretaries, have examined:

- (a) All the documents and records made available to us and explanation provided by **ITNL TOLL MANAGEMENT SERVICES LIMITED**, Unlisted Material Subsidiary Company of Noida Toll Bridge Company Limited (“the listed entity”),
- (b) The filings/ submissions made by the subject / listed entity to the stock exchanges,
- (c) Website of the subject / listed entity,
- (d) Any other document/ filing, as may be relevant,

Which has been relied upon to make this certification, for the year ended 31st March, 2023 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (I) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (II) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**
- (III) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company during the Audit Period)**
- (IV) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**
- (V) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**
- (VI) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
- (VII) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the Company during the Audit Period)**
- (VIII) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (IX) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
- (X) Securities and Exchange Board of India (Depositories and participant) Regulations, 2018; and circulars/ guidelines issued thereunder;

Based on the above examination, we hereby report that, during the Review Period:

- (a) The subject entity ITNL Toll Management Services Limited is an unlisted Material Subsidiary Company of Noida Toll Bridge Company Limited (“the listed entity”) hence not required to comply with all the provisions of the above Regulations and circulars/ guidelines issued thereunder. Further, the Company has complied with all the provisions of the above Regulations and circulars/ guidelines issued thereunder, applicable on it, except in respect of matter specified below:

Sr. No.	Compliance Requirement (Regulations/ Circulars/ Guidelines including specified clause)	Deviations	Observations/ remarks
1.	<i>Pursuant to Regulation 24(1) of SEBI (LODR) Regulations, 2015 at least one Independent Director on the Board of Directors of the listed entity shall be a Director on the Board of Directors of an unlisted Material Subsidiary.”</i>	Company has no Independent Director as on 31 <sup>st</sup> March, 2023.	Company is in default of complying with the provisions relating to appointment of Independent Director.

- (b) The subject entity ITNL Toll Management Services Limited has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder, as applicable on it, insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the subject entity/listed entity/ its promoters/ directors/ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder: **Not Applicable**

Sr. No.	Action taken by	Details of Violation	Details of action taken E.g., fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, if any,
		NIL		

- (d) The subject entity ITNL Toll Management Services Limited has taken the following actions to comply with the observations made in previous reports:-

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended 31st March, 2023	Actions taken by the subject/listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the subject/ listed entity
1.	Company is in default of complying with <i>Regulation 24(1) of SEBI (LODR) Regulations, 2015</i> relating to appointment of Independent Director.	Company is in default of complying with the <i>Regulation 24(1) of SEBI (LODR) Regulations, 2015</i> relating to appointment of Independent Director.	NCLT, Mumbai Bench vide its Order dated April 26, 2019 has granted exemption to IL&FS and its group Companies including subject entity ITNL Toll Management Services Limited, in respect of appointment of Independent Directors and Woman Director.	No action was required to be taken in view of Order of Hon'ble NCLT.

We, further, report that there was no event of appointment/ re-appointment/ resignation of statutory auditor of the Company during the review period. In this regard, I report that the Company has complied with Circular No. CIR/CFD/CIV1D1/114/2019 dated October 18, 2019.

**For Kumar Wadhwa & Associates**  
Company Secretaries

**Sanjay Kumar**  
(Managing Partner)  
Membership No. FCS No.: 9211  
C P No.: 7027  
UDIN: F009211E000365721

Place: Delhi  
Date: 24.05.2023

**Annexure VI**

**Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

<b>Name of Director/KMP</b>	<b>Designation</b>	<b>Ratio of remuneration of each Director / KMP to median remuneration of employees</b>	<b>% increase in remuneration in the Financial year 2021-22</b>
Rajiv Jain	CEO (Officiating)	4.96	6%
Gagan Singhal	Company Secretary	1.42	10%
Amit Agrawal	CFO	1.00	4%

**Notes**

- During the year under review there was an reduction of 11% in the median remuneration of employees.
- As on March 31, 2023 there were 3 employees on the rolls of the Company.
- Average percentile increase already made in salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration. There was an increase in the salary upto 5% of CTC being the Cost of Living Index to the eligible employees during the financial year 2022-23.
- It is hereby affirmed that the remuneration paid to the Directors and Employees, is as per the Remuneration Policy for Directors, Key Managerial Personnel, Employee Handbook of the Company and Shareholders' approval, wherever required.

### STATEMENT OF DISCLOSURE OF REMUNERATION

(Pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

Sr. No.	Requirements	Disclosure	Ratio
1	The Ratio of the remuneration of each director to the median remuneration of all the employees of the Company for the financial year	Name of the Directors	(in x times)
		Mr.Dheeraj Kumar	0.76
		a. The median remuneration of all the employees of the Company was Rs.15.30 Lakhs	
		b. Figures have been rounded off wherever necessary	
2	The percentage increase in remuneration of each Director, Chief Financial Officer and Company secretary in the financial year	Name of the Directors/KMP	% increase in Remuneration
		Mr.Dheeraj Kumar, Executive Director**	N.A
		Rajiv Jain-CFO	6%
		Mr Gagan Singhal-CS	10%
		** appointed as Executive Director Since December 5,2022	
3	The percentage increase/decrease in the median remuneration of employee in the financial year	During Fy 2022-23, the percentage increase in the median remuneration of the employees as compared to previous year was approximately 9.89%	
4	The Number of permanent employees on the rolls of Company	There were 3 employees as on March 31,2023	
5	The Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average increase in remuneration is 4% for Employees other than Managerial Personnel and 8% for Managerial Personnel	
6	Affirmation that the remuneration is as per the remuneration policy of the Company	It is affirmed that the remuneration paid is as per the Nomination, Remuneration and Board Diversity Policy of the Company	

**Notes:**

- 1 For this purpose, Sitting Fees paid to the Directors has not been considered as remuneration
- 2 Annual increment on CTC basis
- 3 Managerial Personnel includes Chairman and Executive Director

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Noida Toll Bridge Company Limited (“NTBCL/the Company”) was promoted by Infrastructure Leasing & Financial Services Limited, (“IL&FS”) as a special purpose vehicle for the implementation of the Delhi Noida bridge project on a Build, Own, Operate and Transfer (“BOOT”) basis. The Concession Agreement (Concession) executed between the Company, IL&FS and New Okhla Industrial Development Authority (“NOIDA”) in November 1997, has given the Company the right to levy a User Fee. The Governments of Uttar Pradesh and National Capital Territory of Delhi have, in January 1998, executed a Support Agreement in favour of the Project/Concessionaire.

The Delhi Noida Bridge (commonly known as the DND Flyway or DND) was opened to traffic in February, 2001 and is an eight lane, 7.5 kms tolled facility across the Yamuna River, connecting Noida to South Delhi. A 1.7 km link connecting the DND Flyway to Mayur Vihar was commissioned in June 2007 (Phase I)/January 2008 (Phase II).

NTBCL is a public Company with Equity Shares listed on the National Stock Exchange and the Bombay Stock Exchange in India.

The Union of India on October 1, 2018 filed a petition with the National Company Law Tribunal (“NCLT”) seeking an order under section 242(2) and section 246 read with section 339 of the Companies Act, 2013 on the basis of the interim reports of the ROC and on the following grounds:

- (i) The precarious and critical financial condition of the IL&FS Group and their inability to service their debt obligations had rattled the money market.
- (ii) On a careful consideration of the Union of India, it was of the opinion that affairs of the IL&FS Group were conducted in a manner contrary to the public interest due to its mis-governance; and
- (iii) The intervention of the Union of India is necessary to prevent the downfall of the IL&FS Group and the financial markets.

It was felt that the governance and management change is required to bring back the IL&FS Group from financial collapse, which may require, among other things, a change in the existing Board and management and appointment of a new management.

The current composition of the Board of Directors is thus as follows:

### **Executive Director**

Mr. Dheeraj Kumar (since December 5, 2022)

### **Non-Executive Directors**

Mr. Nand Kishore

Mr. Dilip Lalchand Bhatia

Mr. Manish Kumar Agarwal

Mr. Kazim Raza Khan

Mr. Rakesh Chatterjee

The National Company Law Appellate Tribunal (“NCLAT”) vide its Order dated October 15, 2018 gave a moratorium to IL&FS

and its group entities including NTBCL which inter-alia stated that no creditors can proceed against it except under article 226 of the Constitution. Accordingly, the Company has not been servicing the debt obligations since October 15, 2018.

The New Board, as part of the resolution process, has submitted several progress reports to the NCLT. This includes framework for a resolution plan and process, steps undertaken for monetization of assets, appointment of consultants, and classification of group entities based on their abilities to meet various financial and operational obligations, measures for cost optimization and protocol for making payments beyond certain limits.

The resolution plan seeks a fair and transparent resolution for the Company while keeping in mind larger public interest, financial stability, various stakeholders’ interest, compliance with legal framework and commercial feasibility. It is proposed to have a timely Resolution Process which in turn mitigates the fallout on the financial markets of the country and restore investor confidence in the financial markets thereby serving larger public interest. The Company being an associate company of transportation vertical of IL&FS having projects through various group entities, depends on its group entities to continue operating as a going concern. The resolution plan and processes for various verticals are under way and options of restructuring business, as well as exits are planned.

The assessment of the New Board, based on analysis of the current position of and challenges facing the IL&FS group, is that an Asset Level Resolution Approach serves the best interest of all stakeholders to achieve final resolution.

The entities in the IL&FS group, have been classified into Indian and offshore entities. Further, the Indian IL&FS entities have been classified by an independent third party, into three categories of entities based on a 12-month cash flow based solvency test viz. “Green”, “Amber” and “Red”, indicating their ability to repay both financial and operating creditors, only operating creditors, or only going concern respectively.

The Company is classified as a “Red” entity, indicating that it is not able to meet all obligations (financial and operational) including the payment obligations to senior secured financial creditors. Accordingly, the Company is permitted to make only those payments necessary to maintain and preserve the going concern status.

### **INDIAN ECONOMIC OVERVIEW**

The Indian Economy continues to show resilience amid Global Uncertainties. Despite significant challenges in the global environment, India was one of the fastest growing economies in the world. India’s overall growth remains robust and is estimated to be 6.9% for the financial year 2022-23. (Source: [www.worldbank.org](http://www.worldbank.org)) Growth was driven by strong investment activity augmented by the government’s capex push and buoyant private consumption.

Structural reforms like the National Infrastructure Pipeline and National Monetization Plan by the Government is expected to further boost infrastructure development. It is paving the path for further development and continues to encourage projects across sectors, including reforms for improving labour laws. V-shaped economic recovery is due to mega vaccination drive,

robust recovery in the services sector and growth in consumption and investment. This is being demonstrated in high frequency indicators such as power demand, rail freight, GST collection etc. Almost all emerging economies are reeling under external shocks, but India's underlying economic fundamentals are strong and despite the short-term headwinds, the impact on the long-term outlook is expected to be marginal.

Dwelling on the outlook for FY2023-24, the Economic Survey 2022-23 issued by Ministry of Finance projects that, India's recovery from the pandemic was relatively quick, and growth in the upcoming year will be supported by solid domestic demand and a pickup in capital investment. It further affirms that aided by healthy financials, incipient signs of a new private sector capital formation cycle are visible and more importantly,

compensating for the private sector's caution in capital expenditure, the government raised capital expenditure substantially.

### CONSOLIDATED FINANCIAL PERFORMANCE

The Consolidated Gross Revenue from operations for FY 2022-23 was Rs. 2372.43 lakhs (Previous Year: Rs. 1613.68 lakhs), registering an increase of 47.02%. The Consolidated loss of the Company is Rs. 3513.25 lakhs (Previous Year: Rs. 4114.91 lakhs).

#### Key Ratios

As per provisions of SEBI Listing Regulations, 2015, the significant financial ratios (calculated on standalone basis) are given below:

Particulars	FY 22-23	FY 21-22	Explanation of Y-o-Y variance higher than 25%
Current Ratio	0.457	0.300	The current ratio has increased on account of increase in investments in FD being 'other bank balance', during the year.
Debt Equity Ratio:	0.282	0.246	-
Debt Service Coverage Ratio	N.A	N.A	-
Return on Equity Ratio	(0.139)	(0.142)	-
Inventory Turnover Ratio	N.A	N.A	-
Trade Receivable Turnover Ratio	5.188	1.704	The ratio has increased on account of increased revenue from operations and cash realisation from debtors during the year
Trade Payable Turnover Ratio	12.200	4.549	The ratio has increased on account of increase in expenditure as compared to previous year
Net Capital Turnover Ratio	0.093	0.058	Ratio has increased primarily on account of increase in revenue from operations in the current year
Net Profit Ratio	(1.487)	(2.570)	Ratio has improved on account of increase in revenue from operations in the current year
Return on Capital employed	(0.138)	(0.149)	
Return on investment	(0.149)	(0.153)	

### Industry Structure and Development / Competition and Threats

The Noida Toll Bridge competes for traffic with two other free bridges across the Yamuna River. located on either side of the facility i.e. the Nizamuddin Bridge which is 2 kms upstream and the Okhla Barrage/KalindiKunj Bridge which is 1 km downstream.

To cater to the growing need for improved connectivity between Noida and Delhi, NOIDA is implementing a 6 lane road bridge parallel to the existing Okhla Barrage bridge.

The National Capital Region Transport Corporation (NCRTC) is implementing the Delhi to Meerut Rapid Rail Transit Systems (RRTS) and the alignment of the proposed corridor would cross the Mayur Vihar Link Road (MVL R) near the MVL R Toll Plaza.

PWD Delhi-Flyover Division (PWD) is implementing the Extension of Ashram Flyover to DND Flyway. The proposed work was approved by the Unified Traffic and Transportation Infrastructure (Planning & Engineering) Centre (UTTIPEC) considering the traffic problem between DND to Ashram Chowk. The proposed extension on the AIIMS- Noida arm of flyover will merge with DND Flyover before Delhi Interchange

Bridge and additional lanes will be provided on LHS of DND Flyway for at grade traffic going to Noida.

National Highways Authority of India (NHAI) is implementing the project for Development of economic Corridors, Inter Corridors and Feeder routes to improve the efficiency of freight movement in India under Bharatmala Pariyojana (Lot-4/Package-1) Faridabad-Ballabhgarh Bypass Junction with Delhi-Vadodara expressway KMP-interchange. The project has been accorded priority-1 & has been approved by MoRT&H. New elevated proposed corridor crossing Delhi Interchange North to South direction to bypass the NH- 2 bound traffic in ITO/ Faridabad direction and vice versa and additional lanes will be provided on RHS arm at Km.1000 of DND Flyway to provide access to NH-2 bypass for the traffic coming from Noida.

Further, Government of Delhi is extending the Barapullah Nallah Elevated Road (BPNER) across the Yamuna River, to connect to the UP Link Road at a point less than 1 km upstream from the Mayur Vihar link Road.

There was also a proposal of Ghaziabad Development Authority to extend the Hindon Elevated Road to UP Link Road

and connecting to the Mayur Vihar Link road. The proposed connector road also built along the Hindon Canal.

At present, pursuant to the judgement of the Allahabad High Court and interim order of the Supreme Court, the Company is not collecting toll from the users, However, in the event the toll is restored, the traffic and toll collections will have some impact by the above developments which cannot be quantified currently.

#### **Strength and weakness:**

Since 2016, when the tolling has been stopped due to Hon'ble Allahabad High Court Order, the primary source of income is the income generated through lease of advertising space. DND Flyway has rebranded itself as a premium destination in the matter and commands significant premium. pursuant to the intervention of New Board, and by means of careful market survey, Company has awarded the contract for leasing of advertisement space to a new licensee. This would lead to a significant increase in the income of Company post stabilisation of business and receipt of all approvals.

Reliance on single source of income is always subject to lot of external factors and can be impacted by adverse development. The income of company, in past, had come down significantly during the Covid period.

### **RISK AND CONCERNS**

#### **Income Tax Matters**

The Company has been contesting an income tax demand including penalty of Rs. 23,127/- Crores for period from AY 2006-07 to AY 2014-15 at ITAT. Such hearing were greatly delayed on account of limited functioning of Tribunal on account of Covid related restrictions.

Subsequent to lifting of such restrictions and by means of pro-active approach of the New Board in calling for early hearing, Company has been able to secure hearing in the matter.

Accordingly, the matter was heard, argued and counter argued on July 26, 2023, August 1, 2023 and was concluded on August 2, 2023. Consequently, vide its Order dated August 8, 2023, the Hon'ble ITAT has pronounced its judgment for Assessment Years 2006-07 to 2011-12, wherein the appeals of the Revenue were dismissed and appeal of Company was allowed. As a result of this, approximately 72% of the total Demand of Rs. 23,127/- crores has been addressed by means of the ITAT Order dated August 8, 2023. For pending appeals pertaining to Assessment Years 2012-13 to 2014-15, the next date of hearing has been fixed as October 11, 2023.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

#### **SLP before Supreme Court**

The Hon'ble HC of Allahabad in a judgement dated October 26, 2016 held that the two specific provisions relating to levy and collection of fee to be inoperative but refused to quash the Concession Agreement. Consequently, collection of user fee from the users of the NOIDA Bridge was suspended from October 26, 2016. However, the Company continues to fulfil its obligations as per the Concession Agreement, including maintenance of Project Assets.

The Company had challenged the HC Judgment before the Hon'ble Supreme Court of India ("SC") by way of Special Leave Petition (SLP No. 33403 of 2016). The Hon'ble SC had on November 11, 2016, passed an order in the aforesaid matter, requesting the Comptroller and Auditor General of India ("CAG") to assist the court in the matter by verifying the claim of the Company that the Total Cost of the Project has not been recovered in accordance with the terms of the Concession Agreement dated 12.11.1997. The CAG filed an Affidavit along with sealed cover report to SC on March 22, 2017. The CAG report clearly specified that Total Cost of Project had not been recovered by the Company. The CAG report also contained some other observations by the CAG, which were outside the scope of its remit. The SC Bench directed that the CAG Report be kept in a sealed cover and need not be provided to the Respondents in the case. The SC stated that the CAG report would continue to remain in a sealed cover.

The matter was taken up for hearing on several occasion however, on account of paucity of time the matter couldn't be taken up by the Hon'ble Court.

After lot of effort by the Company, the matter was last heard on July 27, 2023. As per the recorder, the Hon'ble Supreme Court has requested the Learned Additional Solicitor General of India to examine the report submitted by the CAG and assist the Hon'ble Supreme Court on next date ie September, 5, 2023.

#### **Arbitration Matters:**

##### **New Okhla Industrial Development Authority**

The Judgment of the Hon'ble HC of Allahabad had constituted a Change in Law as per the Concession Agreement, which obligates NOIDA to modify or cause to modify the Concession Agreement so as to place the Company in substantially the same legal, commercial and economic position as it was prior to such Change in Law. Accordingly, the Company had sent a proposal dated November 17, 2016 under Section 6.3B(a) of the Concession Agreement notifying NOIDA of the resultant Change in Law and occurrence of Events of Default. However, NOIDA failed to take any steps in pursuance of the said proposal. The Company then sent a Notice of Arbitration to NOIDA on February 14, 2017 pursuant to Section 26.1 of the Concession Agreement. The Company had appointed Mr. Justice Vikramajit Sen (Retd.) as its designated Arbitrator. However, NOIDA had not nominated its Arbitrator. In light of the foregoing, the Company had filed a petition on July 20, 2017 under Section 11(4) of the Arbitration and Conciliation Act, 1996 ("A & C Act") in the Hon'ble HC of Delhi which heard the said petition on October 24, 2017 and appointed Mr. Justice S.B Sinha (Retd.) as the Arbitrator on NOIDA's behalf. The Arbitral Panel comprising of Mr. Justice (Retd.) Satya Brata Sinha and Mr. Justice (Retd.) Vikramjit Sen and Hon'ble Justice (Retd.) R.C. Lahoti as Presiding Arbitrator had been constituted on November 15, 2017. At the preliminary hearing of the Arbitral Tribunal on December 2, 2017, schedule of steps to be followed upon had been agreed upon.

In compliance with the schedule, NTBCL had submitted their Statement of Claim aggregating to approximately Rs. 7000,00,00,000/- (Rupees Seven Thousand Crores) excluding interest and costs. Separately, IL&FS as the project sponsor

and party to the Concession Agreement had filed an impleadment application with the Arbitral Tribunal along with a Statement of Claim. NOIDA had also filed a Counterclaim Statement of Defence and an Application under Section 16 of the A & C Act raising jurisdictional objections before the Arbitral Tribunal. The Company and IL&FS have filed their reply to the application of NOIDA under Section 16 objecting to the maintainability of the claims within the stipulated time. NOIDA too has filed its written submissions on May 18, 2018 for arguments on application under Section 16 of the A & C Act. On May 19, 2018, the Arbitral Tribunal heard the arguments of the legal counsel of NOIDA and on June 2, 2018 the Arbitral Tribunal heard the objections and arguments of the legal counsel of IL&FS. On September 12, 2018, NOIDA had moved an application for the amendment of their counter claim which was opposed by the Company's Legal Counsel. On September 20, 2018 the Arbitrators stated that (a) amendment of the counter claim filed by NOIDA be left open to be considered at the final hearing and the Company has been given time to file its reply to the said counter claims on or before October 31, 2018, (b) The next date of hearing is November 13, 2018 for (i) settling the points for determination, (ii) determining the order of production of witnesses and issuing such further directions as needed, (c) March 5, 2019 to March 9, 2019 are appointed for recording evidence and (d) April 8, 2019 to April 13, 2019 and April 15, 2019 are appointed for final hearing.

Due to the Order of NCLAT dated October 15, 2018, passed in the matter of IL&FS and its Group Companies including NTBCL, the arbitration proceedings by NOIDA against the Company were kept in abeyance by the Arbitral Panel. NOIDA had also filed an Application for Directions in the Hon'ble Supreme Court (SC) seeking a stay on the arbitral proceedings and the stay of the interim award dated August 10, 2018 (rejecting NOIDA's Section 16 application) passed by the Arbitral Tribunal. On account of the sad demise of Justice (Retd.) S. B. Sinha on March 19, 2019 who was representing NOIDA, the NOIDA had nominated Justice (Retd.) G. P. Mathur to replace late Justice (Retd.) S.B. Sinha and the Arbitration Tribunal had been re-constituted on April 25, 2019. Due to reconstitution of the Tribunal the following revised schedule of hearing was decided by the Arbitration Tribunal:

During the proceedings on 12.04.2019 in the matter of NTBCL v FONRWA & Ors. (SLP(C) No. 33403 of 2016), the Supreme Court has granted a stay on the arbitration proceedings.

#### **Arbitration Matter - M/s NAKS Creators and M/s Anant Solutions**

The Company has terminated the contract with its erstwhile Licensee M/s Naks Creators as per terms of the License agreements. Subsequently, Company has awarded the Contract for Lease of Advertisement space to another Company at a much higher price. Pursuant to the termination of Contract, M/s Naks Creators have filed an application in Hon'ble Delhi High Court, who in turn have directed for settlement of matter by means of Arbitration, a method prescribed under the Contract. On April 12, 2023 hearing have been completed and both parties have submitted their claims and counter claims.

The Ld. Arbitral Tribunal vide order dated 03.03.2023 had: (a) dismissed the Claimant's prayer seeking an injunction on the termination of the License Agreements; and (b) directed

NTBCL to submit a fixed deposit of INR 5 crores with the Arbitral Tribunal as security in the event an adverse award was passed against NTBCL.

On a limited appeal filed by NTBCL against the direction to make a deposit, the Hon'ble Delhi High Court vide order dated April 12, 2023 (Arb. A (COMM) 8 of 2023) granted an interim stay in favour of NTBCL. The next date of hearing is October 16, 2023.

Another application filed by Claimants under Section 17 of the Arbitration Act seeking stay on encashment of Bank Guarantee dated 1.06.2018 was dismissed as withdrawn vide order dated April 19, 2023, since the Ld. Arbitral Tribunal was not inclined to stay the said encashment.

#### **Resolution process of IL&FS and its Group Companies**

Pursuant to the proceedings filed by the Union of India under Sections 241 and 242 of the Companies Act, 2013, the National Company Law Tribunal, Mumbai Bench ("NCLT"), by way of an Order dated October 1, 2018, suspended the erstwhile Board of Directors of Infrastructure Leasing & Financial Services Limited ("IL&FS") and re-constituted the same with persons proposed by the Union of India (such reconstituted Board, referred to as the "New Board"). The National Company Law Appellate Tribunal ("NCLAT") by way of its order on October 15, 2018 ("Interim Order") in the Company Appeal (AT) 346 of 2018, after taking into consideration the nature of the case, larger public interest and economy of the nation and interest of IL&FS and its group companies (including NTBCL) has stayed certain coercive and precipitate actions against IL&FS and its group companies including NTBCL. IL&FS and its group companies are currently undergoing resolution process under the aegis of the NCLAT and NCLT which will impact the going concern status of the Company. Moreover, NCLT, Mumbai Bench vide its Order dated April 26, 2019 has also granted exemption to IL&FS and its Group Companies NTBCL, regarding appointment of Independent Directors and Women Directors. Further, the Hon'ble NCLAT vide its Order dated March 12, 2020 has approved the revised Resolution Framework submitted by New Board alongwith its amendments. In the said Order, Hon'ble NCLAT has also approved October 15, 2018 as the Cut-off date for initiation for Resolution Process of IL&FS and its Group Companies. Accordingly, the Company has not accrued any interest on all its loans and borrowings with effect from October 15, 2018 ("Cut-off date").

It may be noted that as on August 21, 2023, ICICI Bank, the secured creditor to the Company has filed an application with National Company Law Appellate Tribunal ("NCLAT") where they have sought permission to appropriate the Fixed Deposits and Current Account balances of the Company available with its other Bank.

#### **Segment-Wise Performance**

The Automatic Vehicle Classification Systems installed at the toll plaza were made in-operational post suspension of collection of user charges from the users of DND Flyway. However, the traffic count by means of visual inspection was conducted by an Independent Professional on March 15, 2023. As per Report the traffic count on Delhi-Noida-Delhi was 1.76 Lakhs and on MVLR was 59 thousand i.e. total traffic on DND was 2.35 Lakhs.

The non-toll revenue during FY 2022-23 is Rs. 2372.43 lakhs as compared to Rs. 1613.68 lakhs for FY 2021-22 which is an increase of 47.02%.

### Outlook

Outlook has to be appreciated in light two significant development, one pertaining to stoppage of charging user fee and the other, a huge demand from Income tax. The ITAT decision dated August 8, 2023 has provided significant relief in terms of bringing clarity on Income tax matter (having addressed the demand to the extent of 72%) and it is highly likely that balance amount will also be addressed given it is but an extrapolation of demands that have been set aside. The commencement of hearing at Hon'ble Supreme Court will provide the much needed clarity in terms of collection of user fee and the ensuing Arbitration.

### Financial and Operational Performance

Post stoppage of charging user fee, the Company has focussed on taking steps to maximize non toll revenues. It may be apt to note the contribution of new Board in taking steps to augment the revenue base of Company significantly through award of Advertisement Contract to a new licensee. Company has also made significant progress in terms of cost reduction, leaner and far more efficient organization. Further, the Company continues to maintain the Project Assets as permitted by the limited resources available at its disposal.

The Financial and Operational Performance of the Company for year under review and the previous year is given below:

(Rs. in lakhs)

Particulars	March 31, 2023	March 31, 2022
User Fee Income	N.A.	N.A.
Advertisement Income*	2372.43	1613.68
Profit / (Loss) before tax	(3527.51)	(4146.59)
Profit / (Loss) after tax	(3527.51)	(4146.59)
Average Toll realisation per vehicle (Rs)	N.A.	N.A.

\*For March 31, 2022 numbers were greatly impacted by Covid induced Lockdown and non-display of advertisement at Noida side due to issues with NOIDA.

Company, is responsible for upkeep of the DND Flyway as per the Concession Agreement. Pursuant to the Hon'ble Hight Court order dated October 26, 2016, Company was stopped from charging user fee. Despite of significant reduction in its income, the Company in wider public interest and to cater to the safety and security of commuters, has awarded work for repair and maintenance of the DND Flyway in the month of August, 2023. The work among others includes change of

street furniture and micro surfacing. This will enhance the ridership experience of the commuters.

### Internal Control Systems and their Adequacy

The Company has an effective internal control which is constantly assessed and areas of improvement are identified and gaps filled. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The internal audit for the year under review was entrusted to M/s Thakur Vaidyanath Aiyer & Co., Chartered Accountants.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same.

The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the Internal Audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

### Human Resources

The Company considers its employees the most valuable resource and ensures the strategic alignment of HR practices to business priorities and objectives. The Company strongly believes in fostering a culture of trust and mutual respect amongst its employees and seeks to ensure that values and ethos are understood by everyone and are the reference point in all people matters.

### Cautionary Statement

Certain statements in the Management Discussion and Analysis Report describing the Company's objectives, estimates and expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors which could make a difference to the Company's operations include traffic, government concession, network improvements, changes in government regulations and other incidental factors over which the Company does not have any direct control.

By order of the Board  
For Noida Toll Bridge Company Limited

**Nand Kishore**  
Chairman  
DIN: 08267502

Date: August 29, 2023

## **CORPORATE GOVERNANCE REPORT**

The Board of Directors present the Company's Report on Corporate Governance pursuant to the Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulations") as amended for the year ended March 31, 2023.

### **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Governance reflects the culture and values of a Company's Board and Management. For years, Noida Toll Bridge Company Limited ("the Company" or "NTBCL") has promoted practices, standards and resources to maximize the shareholders value legally, ethically and on a sustainable basis while ensuring fairness, transparency and accountability to benefit all stakeholders comprising customers, vendors, investors, regulators, employees and the society at large.

The Company believes that good governance in a Company enhances the confidence, trust and enthusiasm of its stakeholders. Our Board recognizes the importance of maintaining high standards of corporate governance, which underpins our ability to deliver consistent financial performance and value to our stakeholders. In line with the above philosophy, the Company continuously strives for excellence and focuses on enhancement of long-term stakeholder value through adoption of best governance and disclosure practices. The Company has a strong legacy of fair, transparent and ethical governance practices and continues to make progressive actions that promote excellence within our business and the marketplace.

The Company maintains a comprehensive set of compliance policies and procedures which assist us in complying with the law and conducting our business in an honest, ethical, and principled way. The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons as framed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 demonstrates our values and commitment to ethical business practices, integrity and regulatory compliances.

At NTBCL, we believe good corporate governance is an essential part of well-managed, successful business enterprise that delivers value to the shareholders. Our robust governance framework is based on the following principles:

- Fairness and equitable treatment towards stakeholders to encourage active co-operation between the Company and its stakeholders.
- Timely and accurate disclosure of all material matters relating to the Company, including the financial situation, performance, ownership, and governance of the Company is ensured.
- Board members act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Company in addition to the shareholders coupled with the intention of ensuring appropriate composition and size of the Board.
- Channels for disseminating information provide for equal, timely and cost-efficient access to relevant information by users.
- Continually reinforcing a culture across the organisation for acting lawfully, ethically and responsibly and
- Continuous and on-going focus on training, development and integration of employees across all levels to achieve Company's objectives.

The Board of Directors fully support and endorse corporate governance practices as provided in the Listing Agreements and otherwise. The Company has complied with the mandatory provisions and ensures that its functions are effective and enhance value for all the stakeholders.

### **BOARD OF DIRECTORS AND COMMITTEE OF BOARD**

**Board of Directors:** The Board at NTBCL is well diverse comprising highly experienced individuals and persons with eminent expertise who are entrusted with the responsibility of the management, directions and performance of the Company. NTBCL recognizes that an independent, dynamic and well-informed Board is essential to ensure highest standards of Corporate Governance. The Board's primary role is fiduciary. The Board also requests special invitees to join the meetings, as appropriate.

The Board provides leadership, strategic guidance, objective and its independent view to the Company's Management while discharging its responsibilities and ensures that the Management adheres to ethics, transparency and disclosures which ultimately serves the long-term goals of all its stakeholders along with achievement of Company's objectives and sustainable profitable growth. The Board ensures that the Management is accountable for achieving the long-term goals of the Company and also ensures compliance of applicable statutes.

#### **Committees of the Board:**

The Board has constituted the following Committees viz., Audit Committee, Nomination and Remuneration Committee ("NRC") and Stakeholders' Relationship Committee (SRC). Each Committee is mandated to operate within a well-defined Charter which is re-visited by the Board periodically. Each Committee contributes and assists the Board, resulting into remarkable discharge of roles and responsibilities by the Directors of the Company.

#### **Composition and category of Directors:**

The Board is broad-based and consists of eminent individuals from Agriculture, Rural Development, Infrastructure, General Administration, Business Development, International Business, Managerial, Technical, Litigation and Financial background.

The Company is managed by the Board of Directors in co-ordination with the Senior Management team. The Board Members take an active part at the Board and Committee Meetings and provide valuable guidance to the Management on various aspects of the business, governance and compliance. The composition and strength of the Board is reviewed from time to time for ensuring that it remains aligned with statutory as well as business requirements.

The Board of Directors presently comprises of six Directors. The Board comprises of six Directors, five of which Non-executive Directors and one is Executive Director. Five Directors are Nominee Directors representing IL&FS Transportation Networks Limited (“ITNL”). The Directors have expertise in their functional areas and bring to the Board a wide range of skills, professionalism, knowledge and experience which enables the Board to discharge its duties and responsibilities and provide effective leadership to the business. The number of Directorships, Committee Membership(s)/ Chairmanship(s) of all Directors is within respective limits prescribed under the Companies Act, 2013 (“Act”) and Listing Regulations during the year under review.

As on March 31, 2023 the Board of Directors of the Company consisted of six Directors. Mr. Santanu Sen and Mr. Chandra Shekhar Rajan, Nominee Directors of the Company, had resigned from the office of Directorship of the Company with effect from August 29, 2022 and October 2, 2022 respectively due to their personal reasons and work constraints. Your Directors place on record their sincere appreciation of the contribution made by them to the growth of the Company.

During the year under review, the Board of Directors, on recommendation of the Nomination and Remuneration Committee, appointed Mr. Nand Kishore as Nominee Director and Mr. Dheeraj Kumar as Executive Director with the approval of shareholders through postal ballot on October 4, 2022 and December 5, 2022 respectively.

Pursuant to the Listing Regulations, the composition of Board of Directors of the listed entity shall have an optimum combination of Executive and Non-executive Directors with at least one Woman Director and not less than fifty percent of the Board of Directors shall comprise of Non-executive Directors. The Company is not in compliance with the provision of Regulation 17, 18, 19, 20 and 25 of Listing Regulations in respect of requirement of Independent and Woman Director. However, NCLT, Mumbai Bench vide its Order dated April 26, 2019 has also granted exemption to Infrastructure Leasing & Financial Services Limited (“IL&FS”) and its Group Companies including NTBCL, regarding appointment of Independent Directors and Woman Director.

Information specified under the applicable Listing Regulations have been placed before the Board of Directors and the Board was presented with a report on compliances with various statutes and applicable laws on a quarterly basis.

The number of Directorships, Committee Membership(s)/ Chairmanship(s) of all Directors is within respective limits prescribed under the Companies Act, 2013 (“Act”) and Listing Regulations.

#### **Directors’ Directorships / Committee Memberships:**

In accordance with Regulation 26 of the Listing Regulations, none of the Directors are members in more than 10 Committees excluding Private Limited Companies, Foreign Companies and Companies under Section 8 of the Act or act as Chairperson of more than 5 committees across all listed entities in which he is a Director. The Audit Committee and Stakeholders Relationship Committee are only considered in computation of limits. Further, all the Directors have informed about their Directorships, Committee Memberships/ Chairmanships including any changes in their positions. Relevant details of the Board of Directors as on March 31, 2023 are given below:

Name	Date of appointment	Category of Director	Directorships in other Indian Public Limited Companies (excluding NTBCL)	No. of Board Committees in which Chairman/ Member (excluding NTBCL)		List of Directorship held in Other Listed Companies and Category of Directorship
				Chairman	Member	
Mr. Nand Kishore	October 4, 2022	Non-executive/ Nominee	9	3	5	IL&FS Engineering and Construction Company Limited (Nominee Directors) IL&FS Transportation Networks Limited (Nominee Director) Infrastructure Leasing and Financial Services Limited (Managing Director) IL&FS Investment Managers Limited (Nominee Director)

Name	Date of appointment	Category of Director	Directorships in other Indian Public Limited Companies (excluding NTBCL)	No. of Board Committees in which Chairman/Member (excluding NTBCL)		List of Directorship held in Other Listed Companies and Category of Directorship
				Chairman	Member	
Mr. Dilip Lalchand Bhatia	December 4, 2018	Non-executive/ Nominee	6	NIL	5	IL&FS Engineering and Construction Company Limited (Director)
Mr. Manish Kumar Agarwal	December 4, 2018	Non-executive/ Nominee	2	NIL	1	IL&FS Engineering and Construction Company Limited (Director)
Mr. Kazim Raza Khan	July 24, 2020	Non-executive/ Nominee	6	NIL	1	Nil
Mr. Rakesh Chatterjee	December 18, 2020	Non-executive	3	Nil	Nil	Nil
Mr. Dheeraj Kumar	December 5, 2022	Executive/ Nominee	1	Nil	1	Nil

**Notes:**

1. Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
2. Membership of Committee only includes Audit Committee and Stakeholders Relationship Committee in Indian Public Limited Companies other than NTBCL. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairman of more than five such Committees.
3. Details of Director(s) retiring or being re-appointed are given in notice to Annual General Meeting.
4. Brief profiles of each of the above Directors are available on the Company's website: [www.ntbcl.com](http://www.ntbcl.com).
5. The Directors of the Company are not inter-se related.

**Independent Directorships**

As per Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as Independent Director in more than seven listed companies. Further, the Managing Director of the Company does not serve as an Independent Director in any listed entity.

You are aware that on October 1, 2018, Union of India ("UOI") (acting through the Ministry of Corporate Affairs) had filed a petition with Hon'ble National Company Law Tribunal ("NCLT") seeking immediate suspension of the Board of Directors of IL&FS and appointment of a new Board of Directors, amongst others, on the grounds of mismanagement and compromise in corporate governance norms and risk management by the erstwhile Board of the Company and that the affairs of the Company being conducted in a manner prejudicial to the public interest. Pursuant to the above developments, the New Board of IL&FS also initiated reconstitution of the Board of Directors of the Group companies including NTBCL.

The requirement of appointing Independent Directors has been dispensed by NCLT Order dated April 26, 2019 for IL&FS and its Group Companies including NTBCL.

**Board Meetings**

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiary, apart from other statutory matters as required to be deliberated and approved by the Board. The Board Meetings are scheduled as per the provisions of the Listing Regulations. In case of business exigencies, the Board's approval is taken through circular resolutions as permitted by law.

The circular resolutions are noted and confirmed at the subsequent Board Meeting. The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board. Video-conferencing facility as per procedure mandated under the Act, is also provided to facilitate the Directors to participate at the Meetings conveniently. The Board reviews the performance of the Company vis-à-vis the budgets/targets.

Minimum four Board Meetings are held every year. Additional Meetings are held to address specific needs, if any, of the Company. During the Financial Year 2022-23, the Board of Directors met six times i.e., on May 30, 2022, August 10, 2022, November 14, 2022, December 5, 2022, February 9, 2023 and February 14, 2023. The maximum gap between any two consecutive Meetings was less than one hundred and twenty days, as stipulated under Section 173(1) of the Act, and Regulation 17(2) of the Listing Regulations and the Secretarial Standards issued by the Institute of Company Secretaries of India.

### Attendance of Directors at the Board Meetings and at the last Annual General Meeting (“AGM”)

Sl. No.	Name of Directors	No. of Board Meetings attended	Attendance at the AGM held on September 30, 2022
1.	Mr. Chanra Shekhar Rajan	2 of 6	Present
2.	Mr. Nand Kishore <sup>2</sup>	4 of 6	NA
3.	Mr. Dilip Lalchand Bhatia	6 of 6	Present
4.	Mr. Manish Kumar Agarwal	6 of 6	Present
5.	Mr. Kazim Raza Khan <sup>3</sup>	6 of 6	Absent
6.	Mr. Rakesh Chatterjee	6 of 6	Present
7.	Mr. Santanu Sen <sup>1</sup>	2 of 6	NA
8	Mr. Dheeraj Kumar	4 of 6	Present

#### Notes:

1. Mr. Santanu Sen resigned on August 29, 2022. His presence in the Annual General Meeting was not applicable during the year under review.
2. Mr. Nand Kishore was appointed as Non-executive Nominee Director w.e.f. October 4, 2022. His presence in the Annual General Meeting was not applicable during the year under review.
3. Mr. Kazim Raza Khan was not present in the Annual General Meeting due to his work constraint with Govt. Authority.

#### Information placed before the Board

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of the Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective Meetings or by way of presentations and discussions during the Meetings.

#### Paperless Board / Committee Meetings

With a view to reduce carbon footprints and leverage technology, NTBCL has used company mails for transmitting Board / Committee Agenda. The Directors receive the Agenda and other documents including presentations through such mails which are accessible on iPad, laptop and smartphone. The said mails are secured.

The Ministry of Corporate Affairs (MCA) had issued a Notification dated March 19, 2020 relaxing the mandatory requirement to approve certain matters/ transactions referred under Section 179 read with Rule 8 of the Companies (Meeting of Board and its Powers) Rules, 2014 in the physically convened Board Meeting and allowed to have the same dealt in the Board Meeting convened through video conferencing or other audio visual means in accordance with Rule 3 of the Companies (Meeting of Board and its Powers) Rules, 2014 upto September 30, 2020. However, the MCA, vide its Notifications dated September 28, 2020 and December 30, 2020 has extended this date upto December 31, 2020 and June 2021 respectively.

Further, the MCA vide its Notification No. GSR 409(E) dated June 15, 2021, had omitted rule 4 of the Companies (Meeting of Board and its Power) Rules, 2014 restraining the presentation of approval of the Annual Financial Statements, approval of the Board's Report etc. via video conferencing.

#### Post Meeting Mechanism

The important decisions taken at the Board/ Committee Meetings are communicated to the concerned department/ division.

#### Board Support

The Company Secretary attends the Board Meetings and advises the Board on compliances with applicable laws and governance.

#### Roles, Responsibilities and Duties of the Board

The duties of Board of Directors have been enumerated in Listing Regulations, Section 166 of the Companies Act, 2013 and Schedule IV of the said Act. There is a clear demarcation of responsibility and authority amongst the Board of Directors.

#### Role of the Chairman and Executive Director

The primary role of Chairman and Executive Director is to provide leadership to the Board in achieving goals of the Company. He is responsible, interalia, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board.

He is also responsible for formulating the corporate strategy along with other Members of the Board of Directors. His role, inter alia, includes:

- Provide leadership to the Board & preside over all Board & General Meetings.
- Achieve goals in accordance with Company's overall vision.
- Ensure that Board decisions are aligned with Company's strategic policy.
- Ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
- Monitor the Core Management Team.

#### **Role of Non-Executive Directors**

Non-Executive Directors play a critical role in balancing the functioning of the Board by providing their independent judgements on various matters discussed in the Board Meetings like formulation of business strategies, monitoring of performances, etc. Their role, inter- alia, includes the following:

- Striking balance to the overall Board by providing independent judgement;
- Providing valuable suggestions / opinions on Company's strategies, overall performance; and
- Scrutinizing the performance of the Management.

#### **FAMILIARIZATION PROGRAMME FOR DIRECTORS**

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected from him as a Director of the Company. The Director is also explained in detail the compliance required from him under Companies Act, 2013, the Listing Regulations and other various statutes and an affirmation is obtained. The Chairman also discuss with the newly appointed Director to familiarize him with the Company's operations.

Further, on an ongoing basis as a part of Agenda of Board / Committee Meetings, presentations are made to the Directors on various matters inter-alia covering the Company's and its subsidiary and operations, industry and regulatory updates, strategy, finance, risk management framework under various statutes and other relevant matters.

As you are aware that the newly appointed Directors of IL&FS, who exercise control, directly or indirectly, over the Company have been appointed by the NCLT on the recommendation of Central Government, and are performing functions similar to that of the Independent Directors by discharging an important public duty of resolving the financial problems and other issues. Further, NCLT vide order dated April 26, 2019 has granted dispensation in relation to the requirement for appointment of Independent Directors and Woman Director in light of the difficulties faced by the new board of IL&FS. Further, NCLT has observed that the new Directors nominated by the Central Government/Tribunal are Independent Directors and there is no requirement to appoint Independent Director during the pendency of stay order granted on October 15, 2018 by National Company Law Appellate Tribunal ("NCLAT") on the institution or continuation of suits or any other proceedings by any party/person/bank/company etc. against 'IL&FS' and its Group Companies including NTBCL in any Court of Law/Tribunal/Arbitration Panel or Arbitration Authority ("October Order"). Accordingly furnishing the details of declarations by the Independent Directors and Familiarization programme of Independent Directors does not arise.

#### **GOVERNANCE CODES**

##### **Code of Business Conduct & Ethics**

The Company has adopted Code of Business Conduct & Ethics ("the Code") which is applicable to the Board of Directors and all Employees of the Company. The Board of Directors and the Members of Senior Management Team of the Company are required to affirm semi-annual Compliance of this Code. A declaration signed by the Chairman of the Company to this effect is placed at the end of this report. The Code requires Directors and Employees to act honestly, fairly, ethically, and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company's website viz. [www.ntbcl.com](http://www.ntbcl.com).

##### **Conflict of Interests**

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year, if any. The Members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The Members of Board restrict themselves from participating in any discussions and voting in transactions in which they are concerned or interested.

##### **Insider Trading Code**

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons ("the Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("the PIT Regulations"), as amended from time to time. The Code is applicable to Promoters, Member of Promoter's Group, all Directors and Designated Persons as defined in the Code. The Company Secretary is the Compliance Officer for monitoring adherence to the said PIT Regulations. The Code is suitably amended, from time to time to incorporate the amendments carried out by SEBI to PIT Regulations.

The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with the PIT Regulations. This Code is displayed on the Company's website viz. [www.ntbcl.com](http://www.ntbcl.com).

## COMMITTEES OF THE BOARD

The Board of Directors have constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Committees play an important role in the overall Management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The Minutes of the Committee Meetings are placed before the Board for noting.

The Company has three Board Level Committees:

- A) Audit Committee;
- B) Nomination and Remuneration Committee;
- C) Stakeholders' Relationship Committee;

### (A) AUDIT COMMITTEE

#### Composition

Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility to supervising the Company's financial reporting process and internal controls. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Act and the provisions of Regulation 18 read with part C of Schedule II of the Listing Regulations except the Company has not any Independent Director presently under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, NCLT, Mumbai Bench vide its Order dated April 26, 2019 has also granted exemption to IL&FS and its Group Companies including NTBCL, regarding appointment of Independent Directors and Woman Director. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Economics, Risk and International Finance. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function. As on March 31, 2023, Mr. Dilip Lalchand Bhatia, Non-executive Director is the Chairman of the Audit Committee. The other members of the Audit Committee include Mr. Nand Kishore, Mr. Manish Kumar Agarwal, Non-Executive Directors and Mr. Dheeraj Kumar, Executive Director of the Company.

#### Meetings and Attendance

The Audit Committee met five times during the Financial Year 2022-23. The maximum gap between two Meetings was not more than 120 days. The Committee met on May 30, 2022, August 10, 2022, November 14, 2022, December 5, 2022 and February 14, 2023. The requisite quorum was present at all the Meetings. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on September 30, 2022.

The Table below provides the attendance of the Audit Committee Members:

Sl. No.	Name of the Directors	Category	Position	No. of Meetings attended
1.	Mr. Dilip Lalchand Bhatia	Non-executive Director	Chairman	5 of 5
2.	Mr. Nand Kishore	Non-executive Director	Member	3 of 5
3.	Mr. Manish Kumar Agarwal	Non-executive Director	Member	5 of 5
4.	Mr. Dheeraj Kumar	Executive Director	Member	3 of 5

1. Mr. Nand Kishore and Mr. Dheeraj Kumar have inducted as a Members w.e.f. October 10, 2022.

Note: Due to business exigencies, few resolutions were passed through Circulation and the said resolutions were noted at the subsequent Committee Meeting.

#### Role and Terms of Reference

The Board has framed the Audit Committee Charter for the purpose of effective compliance of provisions of section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The Audit Committee inter alia performs the functions to:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment, terms of appointment and, if required, the replacement or removal of the Statutory Auditor and the fixation of audit fees;
- Review with the Company's Chief Financial Officer ('CFO'), the preparation, execution and results of the Company's annual internal audit work program;
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Review with the management, performance of statutory and internal auditors and review of adequacy of the internal control systems;

- Discussion with Statutory Auditors before audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Discussion with Internal Auditors on any significant findings and follow up thereon;
- Recommending to the Board, the appointment, remuneration and terms of appointment of Auditor;
- Review the Management Discussion and Analysis of financial condition and results of operations;
- Review statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by management;
- Review the Internal Audit Reports relating to internal control weaknesses;
- Scrutinize inter-corporate loans and investments;
- Review the functioning of the Whistle Blower Mechanism; and
- Review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 with reference to events which were regarded as UPSI, whether such UPSI were shared in the manner expected, instances of leaks, if any, instance of breaches of the Code, efficiency of sensitization process, etc. at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

### **Functions of Audit Committee**

The Audit Committee, while reviewing the Annual Financial Statements also reviews the applicability of various Accounting Standards (AS) referred to in Section 133 of the Act. The compliance of the Accounting Standards as applicable to the Company has been ensured in the preparation of the Financial Statements for the year ended March 31, 2023.

The Audit Committee bridges the gap between the Internal Auditors and the Statutory Auditors. The Statutory Auditors are responsible for performing Independent Audit of the Company's Financial Statements and Company's Internal Financial Control over financial reporting in accordance with the generally accepted auditing practices and issuing reports based on such audits, while the Internal Auditors are responsible for the internal risk controls.

Besides the above, Chief Financial Officer, the representatives of the Statutory Auditors and the Internal Auditors are invitees to the Audit Committee Meetings. The Company Secretary acts as a Secretary to the Committee as required by Regulation 18(1)(e) of the Listing Regulations.

The Company follows best practices in financial reporting. The Company has been reporting on quarterly basis, the Unaudited Standalone and Consolidated Financial Statements as required by the Regulation 33 of the Listing Regulations. The Company's quarterly Un-audited Standalone and Consolidated Financial Statements are made available on the website [www.ntbcl.com](http://www.ntbcl.com) and are also sent to the Stock Exchanges where the Company's Equity Shares are listed for display at their respective websites.

The Audit Committee also oversees and reviews the functioning of a Vigil Mechanism (implemented in the Company as a Fraud Risk Management Policy and Whistle Blower Policy) and reviews the findings of investigation into cases of material nature and the actions taken in respect thereof.

### **Internal Controls and Governance Processes**

The Company continuously invests in strengthening its internal control and processes. The Audit Committee along with Chief Financial Officer formulates a detailed plan for the Internal Auditors for the year, which is reviewed at the Audit Committee Meetings. The Internal Auditors called at the Meetings of the Audit Committee at regular basis and submit their recommendations to the Audit Committee and provide a road map for the future.

## **(B) NOMINATION AND REMUNERATION COMMITTEE**

### **Composition**

The Composition of Nomination and Remuneration Committee ("NRC") is in accordance with the provisions of Section 178(1) of the Act and Regulation 19 of the Listing Regulations except the Company has not any Independent Director presently under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, NCLT, Mumbai Bench vide its Order dated April 26, 2019 has also granted exemption to IL&FS and its Group Companies NTBCL, regarding appointment of Independent Directors and Woman Director. The NRC comprises of four Directors. Mr. Manish Kumar Agarwal, Non-executive, Nominee Director, is the Chairman of the NRC. The other Members of the NRC include Mr. Nand Kishore, Mr. Dilip Lalchand Bhatia and Mr. Kazim Raza Khan, Non-executive Nominee Directors.

### **Meeting and Attendance**

The NRC met one time during the year on December 5, 2022. The requisite quorum was present at the Meeting. The Chairman of the NRC was present at the last Annual General Meeting of the Company. The table below provides the attendance of the NRC Members:

Sl. No.	Name of the Directors	Category	Position	No. of Meetings attended
1.	Mr. Manish Kumar Agarwal	Non-executive Director	Chairman	1 of 1
2.	Mr. Nand Kishore	Non-Executive Director	Member	1 of 1
3.	Mr. Dilip Bhatia	Non-Executive Director	Member	1 of 1
4.	Mr. Kazim Raza Khan	Non-Executive Director	Member	1 of 1

Note: Due to business exigencies, few resolutions were passed through Circulation and the said resolutions were noted at the subsequent Committee Meeting.

#### Terms of Reference

The broad terms of reference of the NRC, as approved by the Board, are in compliance with Section 178 of the Act and Regulation 19 of the Listing Regulations, which are as follows:

- to assist the Board in determining the appropriate size, diversity and composition of the Board;
- to recommend to the Board appointment/re-appointment and removal of Directors and Senior Management;
- to frame criteria for determining qualifications, positive attributes and independence of Directors;
- to recommend to the Board, remuneration payable to the Directors and Senior Management (within the appropriate limits as defined in the Act );
- to create an evaluation framework for Independent Directors and the Board;
- to provide necessary reports to the Chairman after the evaluation process is completed by the Directors;
- to assist in developing a succession plan for the Board and Senior Management;
- to assist the Board in fulfilling responsibilities entrusted from time-to-time; and
- delegation of any of its powers to any Member of the Committee or the Compliance Officer.

The Company's compensation policy has been laid out in its Employee Handbook, which has been approved by the NRC. Any amendment to the Employee Handbook is also subject to approval by the NRC.

### REMUNERATION POLICY

#### A. Remuneration to Non-Executive Directors

The Company has formulated Nomination and Remuneration Policy which is available on the Company's website viz., [www.ntbcl.com](http://www.ntbcl.com). The Non-executive Directors are paid remuneration by way of sitting fee only. The Non-executive Directors are paid sitting fee for each Meeting of the Board or Committee as attended by them. The total amount of sitting fee paid to Executive/ Non-executive Directors during the Financial Year 2022-23 was Rs. 10.25 Lakh. The Non-executive Director do not have any pecuniary relationship or transactions with the Company. In addition, professional fees for consultancy services can be paid to the Non-Executive Directors with the prior approval of the Nomination and Remuneration Committee, Audit Committee and the Board.

#### B. Remuneration to Executive Director

The appointment and remuneration of Executive Director is governed by the recommendation of the NRC, Resolution passed by the Board of Directors and Shareholders of the Company through Postal Ballot and Agreement executed between him and the Company. The remuneration package of Executive Director comprises salary, perquisites, allowances, and other Benefit as approved by the shareholders at their Meeting through Postal Ballot. Annual increments are linked to performance and are decided by the NRC and recommended to the Board for approval thereof.

Presently the Company does not have any stock options scheme for its Directors.

#### A. Details of remuneration paid to Non-executive Directors for the year ended March 31, 2023

Sl. No.	Name of the Directors	Sitting fees (Rs.)	No. of shares held
1	Mr. Nand Kishore (Since October 4, 2022)	1,55,000.00	NIL
2	Mr. Dilip Lalchand Bhatia	2,15,000.00	NIL
3	Mr. Manish Kumar Agarwal	2,15,000.00	NIL
4	Mr. Kazim Raza Khan	1,25,000.00	NIL
5	Mr. Rakesh Chatterjee	1,25,000.00	NIL
6	Mr. Dheeraj Kumar (Since August 30, 2022 till Dec 04, 2022)	70,000.00	NIL
7	Mr. Chandra Shekhar Rajan (till October 3, 2022)	60,000.00	NIL
8	Mr. Santanu Sen (till August 29, 2022)	60,000.00	NIL

**Notes:**

1. Mr. Chandra Shekhar Rajan resigned on October 2, 2022.
2. Mr. Nand Kishore was appointed as Non-executive Nominee Director w.e.f. October 4, 2022.
3. Mr. Santanu Sen resigned on August 29, 2022.
4. Mr. Dheeraj Kumar redesignated as Executive Director w.e.f. December 5, 2022.

No Commission was paid to Directors for the FY 2022-23.

The Company maintains an office for the Chairman/ Executive Director.

**B. Details of remuneration paid to Executive Director for the year ended March 31, 2023**

<b>Mr. Dheeraj Kumar, Executive Director</b>	
Present term of appointment	2 years from December 5, 2022 to December 4, 2024
Salary and Allowance	-
Commission	-
Variable Pay	-
Perquisites	-
Retirement Benefit	-
Sitting Fee (since December 5, 2022)	55,000
Consultancy Fee	11,61,290
Out-of-pocket Expenses	32,703
<b>Total</b>	<b>12,48,993</b>
Minimum Remuneration	Mr. Dheeraj Kumar is entitled to minimum remuneration comprising of salary, perquisites and benefits as per the applicable provisions of the Companies Act, 2013 in the event of inadequacy/absence of profits
Notice Period	-
No. of shares held	NIL

**PERFORMANCE EVALUATION**

Pursuant to the provisions of the Act and Regulation 17 of the Listing Regulations, the Board has undertaken an evaluation of its own performance, the performance of its Committees and of all the individual Directors including Independent Directors and the Chairman of the Board of Directors. The purpose and intent of Board evaluation is in essence linked to extension or continuation of the term of appointment of the Directors appointed by the Members of the Company, based on the process of evaluation carried out by the Independent Directors and the Board.

You are aware that on October 1, 2018, Union of India (“UOI”) (acting through the Ministry of Corporate Affairs) had filed a petition with Hon’ble NCLT seeking immediate suspension of the Board of Directors of IL&FS and appointment of a new Board of Directors, amongst others, on the grounds of mismanagement and compromise in corporate governance norms and risk management by the erstwhile Board of the Company and that the affairs of the Company being conducted in a manner prejudicial to the public interest. Pursuant to the above developments, the New Board of IL&FS also initiated reconstitution of the Board of Directors of the Group Companies including NTBCL.

The requirement of appointing Independent Directors has been dispensed by NCLT Order dated April 26, 2019 for IL&FS and Group Companies including NTBCL. In the absence of Independent Directors, the process of Board evaluation would anyway be redundant due to non-applicability of relevant provisions of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015. In view thereof, the Board has not followed the process of performance evaluation of the Board, Committees and the Directors during the FY 2022-23.

**(C) STAKEHOLDERS RELATIONSHIP COMMITTEE**
**Composition**

Pursuant to provisions of Section 178(5) of the Act read with Regulation 20 of the Listing Regulations, the Committee of Directors (Stakeholders’ Relationship Committee) of the Board has been constituted. This Committee comprises of four Directors. Mr. Rakesh Chatterjee, Non-executive Director, is the Chairman of the Committee. The other Members of the Committee include Mr. Nand Kishore, Mr. Dilip Lalchand Bhatia and Mr. Manish Kumar Agarwal, Non-executive Nominee Directors of the Company. The Composition of this Committee is in accordance with the provisions of Section 178(5) of the Act and Regulation 20 of the Listing Regulations except the Company has not any Independent Director presently under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, NCLT, Mumbai Bench vide its Order dated April 26, 2019 has also granted exemption to IL&FS and its Group Companies NTBCL, regarding appointment of Independent Directors and Woman Director.

### Meeting & Attendance

The Stakeholders Relationship Committee met one time during the year on February 14, 2023. The requisite quorum was present at the Meeting. The Chairman of the SRC was present at the last Annual General Meeting of the Company. The table below provides the attendance of the SRC Members:

Sl. No.	Name of the Directors	Category	Position	No. of Meetings attended
1.	Mr. Rakesh Chatterjee	Non-executive Director	Chairman	1 of 1
2.	Mr. Nand Kishore	Non-Executive Director	Member	1 of 1
3.	Mr. Dilip Lalchand Bhatia	Non-Executive Director	Member	1 of 1
4.	Mr. Manish Kumar Agarwal	Non-Executive Director	Member	1 of 1

Note: Due to business exigencies, few resolutions were passed through Circulation and the said resolutions were noted at the subsequent Committee Meeting.

Mr. Gagan Singhal, Company Secretary is the Compliance Officer of the Company. The decision on materiality of an event/information for disclosure, extent of disclosure and method of dissemination of information is, however, made by the Chairman.

### Terms of Reference

The Board approved 'Terms of Reference' of the Stakeholders Relationship Committee in compliance with Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the Listing Regulations. This Committee generally meets once in a year. The Committee looks into the matters of Shareholders/Investors grievances along with other matters listed below:

- to consider and resolve the grievances of security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- to consider and approve demat/ remat of shares/split/ consolidation/sub-division of share/debenture certificates;
- to consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transposition of names, deletion of names transfer and transmission of securities, etc.;
- to oversee and review all matters connected with the transfer of the Company's securities;
- to consider and approve opening/modification of operation and closing of bank accounts;
- to grant special/general Power of Attorney in favour of employees of the Company from time to time in connection with the conduct of the business of the Company particularly with Government and Quasi-Government Institutions;
- to fix record date/book closure of share/debenture transfer book of the Company from time to time;
- to appoint representatives to attend the General Meeting of other companies in which the Company is holding securities;
- to change the signatories for availment of various facilities from Banks/Financial Institution;
- to grant authority to execute and sign foreign exchange contracts and derivative transactions;
- to monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading;
- to review measures taken for effective exercise of voting rights by shareholders;
- to review adherence to the standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
- to review the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the Company;
- to assist the Board in reviewing and implementing policies under the Business Responsibility Reporting of the Company as may be delegated by the Board;
- to carry out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the Companies Act, 2013 and other applicable laws as amended from time to time;
- to grant authority for matters relating to GST, PF, etc.;
- to designate/ authorize/ appoint officials of the Company as representatives of the Company as required under various laws;
- to review and approve statutory, mandatory or regulatory matters relating to subsidiary companies of the Company; and
- to carry out any other duties that may be delegated to the Committee by the Board of Directors from time-to-time.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent, Kfin Technologies Limited attend to all grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Minutes of the Committee of Directors (Stakeholders Relationship Committee) Meeting is circulated to the Board and noted by the Board of Directors.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.

#### **DETAILS OF SHAREHOLDERS' COMPLAINTS**

The Company and its Registrar & Share Transfer Agent, Kfin Technologies Limited, attend to all grievances of the investors received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc.

The total number of complaints received and resolved during the year ended March 31, 2023 was 16. There were no complaints outstanding as on March 31, 2023. The number of pending share transfers and pending requests for dematerialization as on March 31, 2023 were NIL. Shareholders'/Investors' complaints and other correspondence are normally attended to within 7 (seven) working days except those which are constrained by disputes or legal impediments. No investor grievances remained unattended /pending for more than 30 (thirty) days as on March 31, 2023.

Complaints pending as on April, 2022	NIL
Complaints received during the year	16
Complaints resolved during the year	16
Complaints pending as on March 31, 2023	NIL

The above table includes Complaints received by the Company from SEBI SCORES and through Stock Exchanges where the securities of the Company are listed.

#### **INDEPENDENT DIRECTORS' MEETING**

Pursuant to the provisions of the Section 149 of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is required to appoint Independent Directors and the Company's Independent Directors met once during the Financial Year without the presence of Non-executive Directors, Executive Directors or Management to discuss the matters as laid out therein for such Meetings. Further, interactions outside the Board Meeting take place between the Chairperson and Independent Directors on a regular basis.

In view of the inability of the Board to induct Independent Directors, the Hon'ble NCLT on April 26, 2019 had passed an Order granting dispensation from appointment of Independent Directors and Woman Director on the Board of IL&FS and its group companies including NTBCL. Since there were no Independent Directors appointed on the Board of the Company, the convening of a separate Meeting of Independent Directors/ Familiarisation Programme was not required during the year under review.

#### **SUBSIDIARY COMPANY**

The Minutes of the Board Meetings of the subsidiary company along with the details of significant transactions and arrangements entered into by the subsidiary company are shared with the Board of Directors on a quarterly basis. The financial statements of the subsidiary company are presented to the Audit Committee.

The Board of Directors of the Company has approved a policy for determining Material Subsidiaries which is in line with the Listing Regulations as amended. The said policy has been uploaded on the website of the Company viz. [www.ntbcl.com](http://www.ntbcl.com). For the financial year 2022-23, ITNL Toll Management Services Limited was the Material Subsidiary as per the thresholds laid down under the Listing Regulations and requirements relating to composition of Board of Directors of Unlisted Material subsidiary is complied with.

#### **AFFIRMATIONS AND DISCLOSURES:**

##### **a. Compliances with Governance Framework**

The Company is in compliance with all mandatory requirements under the Listing Regulations except the Company is not compliant with the composition of Board of Directors, Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee due to non-availability of Independent Directors and Woman Director. However, National Company Law Tribunal (NCLT), Mumbai Bench vide its Order dated April 26, 2019 has granted exemption to IL&FS and its Group Companies including NTBCL, regarding appointment of Independent Directors and Woman Director.

##### **b. Related party transactions**

All transactions entered into with the Related Parties as defined under the Act and Regulation 2(1)(zb) of the Listing Regulations during the financial year were on arm's length basis and are in compliance with the requirements of the provisions of Section 188 of the Act. There was only one materially significant transactions with Related Parties during the financial year. Related party transactions have been disclosed under significant accounting policies and notes forming part

of the Financial Statements in accordance with “IND AS”. A statement in summary form of transactions with Related Parties in ordinary course of business and arm’s length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval.

As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with Related party transactions. The Policy is available on the website of the Company viz. [www.ntbcl.com](http://www.ntbcl.com).

None of the transactions with Related Parties were in conflict with the interest of Company. All the transactions are on arm’s length basis and have no potential conflict with the interest of the Company at large and are carried out on an arm’s length or fair value basis.

**c. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during last three financial years**

The Company has complied with all requirements specified under the Listing Regulations as well as other regulations, circulars and guidelines issued by SEBI except the Company is not compliant with the composition of Board of Directors, Audit Committee, Stakeholders’ Relationship Committee and Nomination & Remuneration Committee due to non-availability of Independent Directors and Woman Director. However, Hon’ble NCLT, Mumbai Bench vide its order dated April 26, 2019 has granted exemption to IL&FS and its Group Companies including NTBCL, regarding appointment of Independent Directors and Woman Director. Consequently, there were no strictures or penalties imposed by either SEBI or Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three financial years.

**d. Vigil Mechanism / Whistle Blower Policy**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and Employees to report to the Management about the unethical behavior, fraud or violation of Company’s code of conduct. The mechanism provides for adequate safeguards against victimization of Employees and Directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company’s website viz. [www.ntbcl.com](http://www.ntbcl.com).

**e. Disclosure of Accounting Treatment**

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

**f. A certificate from a Company Secretary in practice that none of the Directors on the Board of the company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority**

The Certificate issued by M/s Kumar Wadhwa & Company, Practicing Company Secretaries is annexed herewith as a part of the report.

**g. Where the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required, in the relevant financial year**

During the year under review, all recommendations made by the Committee(s) of the Board which were mandatorily required have been accepted by the Board.

**h. Total fees for all services paid by the listed entity and its subsidiary, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part.**

Details relating to fees paid to the Statutory Auditors of the Company are given in Note 27(1) to the Standalone Financial Statements and Note 27(1) to the Consolidated Financial Statement.

**i. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has not received any complaint in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the year under review.

**j. Details of Material Subsidiary of the listed entity including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiary**

Sr. No.	Name of Material Subsidiary	Date of Incorporation	Place of incorporation	Name of Statutory Auditor with date of appointment
1.	ITNL Toll Management Services Limited	22/06/2007	Noida	M/s Luthra & Luthra LLP are appointed as Statutory Auditors of ITMSL for a term of 5 years w.e.f. September 30, 2022

**k. Chief Executive Officer (CEO) and Chief Financial Officer (CFO) certification**

As required by Listing Regulations, the CFO certification on the Financial Statements, the Cash Flow Statement and the Internal Control Systems for financial reporting for FY 2022-23 is annexed to this Report.

**l. Non-mandatory requirements**

Adoption of Non-mandatory (discretionary) requirements of the Listing Regulations is reviewed by the Board from time-to-time. The status of compliance with the Non-mandatory requirements of the Listing Regulations is provided below:

**Maintenance of Chairman's office**

The Company has provided its Non-executive Chairman with an office in order to carry out duties entrusted to him. The Chairman is reimbursed expenses incurred in connection with discharge of his duties.

**Shareholders Rights**

The quarterly financial results are published in the newspapers of wide circulation and not sent to individual Shareholders. Quarterly Results as approved by the Board are disseminated to Stock Exchanges and updated on the website of the Company.

**Modified opinion(s) in audit report**

During the year under review, there is no audit qualification in your Company's financial statement. The Auditors have expressed an unmodified opinion on the Financial Statement. However, the Auditors contains a matter of emphasis as detailed in the Independent Auditor's Report. The Company continues to adopt best practices to ensure regime of Financial Statement with un-modified opinion.

**Reporting of Internal Auditor**

In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditor who reports to the Audit Committee. Quarterly Internal Audit Report are submitted to the Audit Committee for its consideration which reviews the Audit Reports and suggests necessary action.

**m. Disclosure of the compliance with Corporate Governance requirements specified in Regulations 17 to 27 and Regulation 46(2) of Listing Regulations**

The Company has complied with all the mandatory Corporate Governance requirements under the Listing Regulations. The Company confirms compliance with Corporate Governance requirements specified in Regulation 17 to 27 of the Listing Regulations except the Company is not compliant with the composition of Board of Directors, Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee due to non-availability of Independent Directors and Woman Director. However, National Company Law Tribunal (NCLT), Mumbai Bench vide its order dated April 26, 2019 has granted exemption to IL&FS and its Group Companies including NTBCL, regarding appointment of Independent Directors and Woman Director.

**SHAREHOLDER INFORMATION**

**General Body Meetings**

**Details of last three Annual General Meeting held**

AGM	Financial Year	Date and Time	Venue	Details of Special Resolution Passed
26 <sup>th</sup>	2021-22	September 30, 2022 at 10.30 am	Through Video Conferencing/ other Audio Visual Means	No Special resolution was passed.
25 <sup>th</sup>	2020-21	September 28, 2021 at 10.30 am	Through Video Conferencing/ other Audio Visual Means	No Special resolution was passed.
24 <sup>th</sup>	2019-20	September 28, 2020 at 10.00 am	Through Video Conferencing/ other Audio Visual Means	No Special resolution was passed.

**Postal Ballot**

During the year, the following Resolution was passed by the Company through Postal Ballot, the results of which was declared on January 20, 2023:

- a) Appointment of Mr. Dheeraj Kumar (DIN 07046151) as Executive Director of the Company

**Procedure for Postal Ballot**

Pursuant to the provisions of Section 110 of the Act read with Rule 22 of Companies (Management and Administration) Rules, 2014 (Management Rules), as amended, the Company had issued Postal Ballot Notice dated December 19, 2022 to the Members, seeking their consent with respect to the above mentioned Resolution.

In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules and relevant MCA circulars, the Company had provided remote e-voting facility to all the Members of the Company. The

Company engaged the services of National Securities Depository Limited, for facilitating e-voting to enable the Members to cast their votes electronically. The voting period commenced on Tuesday, December 20, 2022 at 9.00 a.m. (IST) and ended on Wednesday, January 18, 2023 at 5.00 p.m. (IST). The cutoff date, for the purpose of determining the number of Members was Friday, December 16, 2022.

A summary of the voting results is as follows:

Sr. No.	Resolution Details	Type of Resolution	No. of Votes polled	Votes cast in favour		Votes cast in against	
				No. of Votes	%	No. of Votes	%
1.	Appointment of Mr. Dheeraj Kumar (DIN 07046151) as Executive Director of the Company	Ordinary	52,276,429	52,216,343	99.89%	60086	0.11%

Mr. Sanjay Kumar, Company Secretary in Practice and Managing Partner at M/s Kumar Wadhwa & Company, Company Secretaries (C P No. 7027), was appointed as the Scrutinizer for carrying out the Postal Ballot process through remote e-voting in a fair and transparent manner.

The Scrutinizer, after the completion of scrutiny, submitted his report to Mr. Gagan Singhal, Company Secretary, who was duly authorised by the Chairperson to accept, acknowledge and countersign the Scrutinizer's Report as well as declare the voting results in accordance with the provisions of the Act, the Rules framed thereunder and the Secretarial Standard - 2 issued by the Institute of Company Secretaries of India. The consolidated results of the voting by Postal Ballot and e-voting were announced on January 20, 2023. The results were also displayed on the website of the Company at [www.ntbcl.com](http://www.ntbcl.com) and on the website of Kfin Technologies Limited and communicated to BSE Limited (BSE), National Stock Exchange of India Limited (NSE).

#### Extra Ordinary General Meeting

During the year under review, the Company had not conducted any Extra Ordinary General Meeting.

#### Annual General Meeting for the Financial Year 2022-23

<b>DAY AND DATE</b>	<b>Friday, September 29, 2023</b>
<b>TIME</b>	10:30 a.m. / p.m.
<b>MODE</b>	Through Video Conferencing / Other Audio Visual Means as set out in the Notice convening the Annual General Meeting
<b>FINANCIAL YEAR</b>	<b>April 1, 2022 to March 31, 2023</b>
<b>BOOK CLOSURE DATE FOR AGM</b>	<b>September 23, 2023 to September 29, 2023</b>

#### Tentative Calendar for Financial Year ending March 31, 2024

The tentative dates for Board Meetings for consideration of quarterly financial results are as follows:

Sr. No.	Particulars of Quarter	Tentative dates*
1	First Quarter Results	On August 14, 2023
2	Second Quarter & Half Yearly Results	On or before November 14, 2023
3	Third Quarter & Nine months ended Results	On or before February 14, 2024
4	Fourth Quarter & Annual Results	On or before May 30, 2024

\*or such other date as may be allowed by SEBI and the MCA

#### Dividend

Due to accumulated losses of the Company from the previous years, your Directors express their inability to recommend any dividend for the year on equity shares. As your Company has been defaulting in servicing its debt obligations including payment of monthly interest for the period from May, 2018 to March, 2023. A Resolution Process is being implemented for IL&FS and its Group Companies including NTBCL in proceedings pending before the Hon'ble NCLT, Mumbai Bench and the Hon'ble National Company Law Appellate Tribunal ("NCLAT") under Sections 241-242 of the Companies Act, 2013, the new Board is in the process of finalizing a comprehensive approach to manage the current situation.

Your Company is unable to pay dividend to equity shareholders until the satisfaction of all its dues. Considering the magnitude of loss incurred in the financial year, the Board does not recommend any dividend for the year ended March 31, 2023.

### Dividend History for the last 10 Financial Years

The Table below highlights the history of Dividend declared by the Company in the last 10 Financial Years:

Sl. No.	Financial Year	Date of Declaration of Dividend	Amount declared per share
1	2012-13	September 27, 2013	10%
2	2013-14	February 28, 2014, September 29, 2014	25%
3	2014-15	November 6, 2014, March 13, 2015, September 29, 2015	30%
4	2015-16	March 10, 2016, September 26, 2016	30%
5	2016-17	No Dividend declared	NIL
6	2017-18	No Dividend declared	NIL
7	2018-19	No Dividend declared	NIL
8	2019-20	No Dividend declared	NIL
9	2020-21	No Dividend declared	NIL
10	2021-22	No Dividend declared	NIL

### Unclaimed Dividend/ Shares

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued, if any, to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125 of the Act.

Before transferring the unclaimed dividends to IEPF, individual letters are sent to those Members whose unclaimed dividends are due for transfer to enable them to claim the dividends before the due date for such transfer. The details of unclaimed/unpaid dividend are available on the website of the Company viz. [www.ntbcl.com](http://www.ntbcl.com).

In terms of SEBI Circular No. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated April 20, 2018, the Bankers to the dividend accounts opened by the Company for the earlier years have credited back the amount of dividend lying unpaid beyond the validity period into the relevant bank accounts.

### Share Transfer to Investor Education and Protection Fund Account (IEPF) where the dividend is unpaid or unclaimed for seven or more consecutive years

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

Shares which are transferred to IEPF can be claimed back by the shareholders from Investor Education and Protection Fund Authority (IEPFA) by following the procedure prescribed under the aforesaid rules. The detailed procedure is also available on the website of the Company i.e. [www.ntbcl.com](http://www.ntbcl.com).

The Company has sent reminders by mails to all concerned Members whose shares are liable to be transferred to IEPF on October 31, 2023, to take immediate action in the matter. As required under the IEPF Rules, the Company has also published a Notice in Financial Express (English newspaper) and Jansatta (local language Hindi newspaper) only on August 1, 2023 informing the Members' who have not claimed their dividend for a period of 7 years to claim the same from the Company before they are transferred to IEPF.

Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company.

### Details of Unclaimed Dividend as on March 31, 2023 and due dates for transfer are as follows:

Sl. No.	Financial Year	Date of Declaration of Dividend	Unclaimed Dividend (in Rs.)	Due Date for transfer to IEPF Account
1	FINAL 2015-2016	September 26, 2016	29,95,189.00	October 31, 2023

During the year under review, the Company has transferred Unclaimed Dividend of Rs. 16,87,316/- and 16,41,305/- to Investor Education and Protection Fund which was declared in FY 2014-15 and 2015-16 respectively.

As per Regulation 34(3) read with Schedule V of the Listing Regulations, the details of the shares in the Suspense Account are as follows:

Aggregate Number of Shareholders and the Outstanding Shares in the suspense account lying at the beginning of the year	Number of shareholders who approached the Company for transfer of shares from suspense account during the year	Number of shareholders to whom shares were transferred from suspense account during the year	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares
(1)	(2)	(3)	(4)	(5)
NIL	NIL	NIL	NIL	NIL

Note 1: 149,301 shares have been transferred to IEPF during the year for which dividend is unpaid/unclaimed for a period of 7 consecutive years.

Note 2: During the year under review, no shares were credited by the Company to the said demat suspense account.

#### Distribution of shareholding as on March 31, 2023

Category (Shares)	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1-500	47259	78.48	74197140.00	3.98
501-1000	6046	10.04	51794280.00	2.78
1001-2000	3044	5.05	48145290.00	2.59
2001-3000	1024	1.70	27027090.00	1.45
3001-4000	493	0.82	18034420.00	0.97
4001-5000	550	0.91	26565220.00	1.43
5001-10000	810	1.35	62502200.00	3.36
10001 and above	992	1.65	1553684380.00	83.44
<b>TOTAL</b>	<b>60218</b>	<b>100.00</b>	<b>1861950020.00</b>	<b>100.00</b>

#### Shareholding Pattern as on March 31, 2023

Sl. No.	Description	No. of Cases	Total Shares	% Equity
1	PROMOTERS BODIES CORPORATE	1	49095007	26.37
2	BANKS	1	500	0.00
3	INSURANCE COMPANIES	2	3090600	1.66
4	GOVERNMENT	1	10000000	5.37
5	BODIES CORPORATES	1	1000	0.00
6	I E P F	1	655407	0.35
7	RESIDENT INDIVIDUALS	58013	92377228	49.61
8	EMPLOYEES	1	5000	0.00
9	NON RESIDENT INDIAN NON REPATRIABLE	256	1235528	0.66
10	NON RESIDENT INDIANS	271	1045792	0.56
11	NON RESIDENT INDIANS	1	10000	0.01
12	BODIES CORPORATES	327	21561415	11.58
13	A P I	1	1000	0.00
14	H U F	1335	7105827	3.82
15	TRUSTS	1	10000	0.01
16	CLEARING MEMBERS	5	698	0.00
	<b>Total:</b>	<b>61484</b>	<b>186195002</b>	<b>100.00</b>

## DEMATERIALIZATION OF SHARES AND LIQUIDITY

As on March 31, 2023, 99.87% of the equity shares of the Company were in dematerialized form (NSDL 78.52% and CDSL 21.35%). The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have an option to dematerialize their shares with either of the Depositories.

\*DDBs = Bond were Redeemed in the Month of November-2015 and hence holding was Nil.

### Dematerialization of Shares - Process

Shareholders who continue to hold shares in physical form are requested to dematerialize their shares at the earliest and avail the benefits of dealing shares in demat form. For convenience of shareholders, the process of getting the shares dematerialized is given hereunder:

- a) Demat account should be opened with a Depository Participant ("DP").
- b) Shareholders should submit the Dematerialization Request Form ("DRF") along with share certificates in original, to their DP.
- c) DP will process the DRF and will generate a Dematerialization Request Number ("DRN").
- d) DP will submit the DRF and original share certificates to the Registrar and Transfer Agents ("RTA"), i.e. Kfintech Technologies Limited.
- e) RTA will process the DRF and update the status to DP/ depositories.
- f) Upon confirmation of request, the shareholder will get credit of the equivalent number of shares in his demat account maintained with the DP.
- g) As required under SEBI Circular no. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2022/8 and in order to enhance ease of dealing in securities markets by investors, listed companies are henceforth required to issue securities in dematerialized form only. As per the referred circular Form ISR-4 required to be submitted by securities holder/claimant has been hosted on the website of the Company at [www.ntbcl.com](http://www.ntbcl.com).

The Company has further authorised its RTA to issue 'Letter of confirmation' in lieu of physical securities certificate(s) within 30 days of its receipt of such request after removing objections and complied with other requirements as stated in the Circular

## CONSOLIDATION OF FOLIOS AND AVOIDANCE OF MULTIPLE MAILING

In order to enable the Company to reduce costs and duplicity of efforts for providing services to investors, Members who have more than one folio in the same order of names, are requested to consolidate their holdings under one folio. Members may write to the RTA indicating the folio numbers to be consolidated along with the original shares certificates.

## RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the Company's shares are listed. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and total number of shares in physical form.

## COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

## GLOBAL DEPOSITORY RECEIPT

Not applicable

## THE COMPANY'S SHARE ARE LISTED ON THE FOLLOWING STOCK EXCHANGES AND THE LISTING FEES HAVE BEEN PAID TO THE EXCHANGES:

Stock Exchange	Stock Code
Bombay Stock Exchange Limited (BSE) P.J. Towers, Dalal Street, Mumbai – 400 001	532481
National Stock Exchange of India Limited (NSE) Exchange Plaza, 5th Floor, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051	NOIDATOLL

### Share Price Data

Month	BSE			NSE		
	High()	Low()	Volume (Nos.)	High()	Low()	Volume (Nos.)
April, 2022	8.60	7.45	6,05,889	8.20	7.40	32,96,071
May, 2022	9.00	5.72	7,06,584	9.40	5.60	35,16,301
June, 2022	9.90	5.56	36,02,827	9.65	5.55	2,05,90,053
July, 2022	7.75	6.84	4,98,225	7.85	6.60	22,56,470
August, 2022	7.95	6.90	3,48,249	8.00	7.00	29,03,367
September, 2022	10.24	7.02	14,60,550	10.35	7.10	1,05,26,211
October, 2022	8.80	7.35	4,02,704	9.00	7.40	26,59,303
November, 2022	8.78	7.41	2,54,991	8.85	7.65	25,30,875
December, 2022	8.94	7.30	5,10,196	8.40	7.30	33,87,984
January, 2023	8.30	7.16	1,87,214	8.35	7.20	15,25,412
February, 2023	8.35	6.57	2,37,296	8.00	6.05	26,54,107
March, 2023	7.34	6.61	3,83,892	7.90	6.10	20,89,134

Note: During the year the share price witnessed a High of Rs. 10.24 (September, 2022-BSE), Rs. 10.35 (September, 2022-NSE) and a Low of Rs. 5.56 (June, 2022 BSE), Rs. 5.55 (June, 2022 NSE).

### Closing share price and Market Capitalisation

Particulars	BSE	NSE
Closing share price as on March 31, 2023 (Rs.)	6.71	6.75
Market Capitalisation as on March 31, 2023 (Rs. in Lakh)	12493.68	12568.16

### MEANS OF COMMUNICATION TO SHAREHOLDERS

- (i) The Un-audited quarterly/ half yearly results are announced within forty-five days of the close of the quarter (or such other extended timeline as may be allowed by SEBI and MCA). The Audited annual results are announced within sixty days from the closure of the financial year (or such other extended timeline as explained above) as per the requirement of the Listing Regulations.
- (ii) The approved financial results are forthwith sent to the Stock Exchanges and are published in Financial Express (English newspaper) and Jansatta (local language (Hindi) newspaper), within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.
- (iii) The Company's financial results are displayed on the Company's Website- [www.ntbcl.com](http://www.ntbcl.com).
- (iv) The Annual Report containing inter-alia the Audited Standalone and Consolidated Financial Statements, Auditors' Report thereon, Directors Report, Corporate Governance Report and Management Discussion and Analysis Report are circulated to the Members and others entitled thereto. The Annual Report is also available on the website of the Company and on the website of the Stock Exchanges where the Company's shares are listed.
- (v) The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited are filed electronically. The Company has complied with filing submissions through BSE Listing Centre provided by BSE. Likewise, the said information is also filed electronically with NSE through NEAPS portal provided by NSE.
- (vi) A separate dedicated section under "Investors Relation", on the Company's website gives information on unclaimed dividends, shareholding pattern, quarterly/half yearly results and other relevant information of interest to the investors / public.
- (vii) SEBI processes investor complaints in a centralized web based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge complaint against a company for his grievance. The Company uploads the action taken on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.
- (viii) The Company has designated the email id: [ntbcl@ntbcl.com](mailto:ntbcl@ntbcl.com) exclusively for investor relation, and the same is prominently displayed on the Company's website [www.ntbcl.com](http://www.ntbcl.com).

### Share Transfer System

Trading in equity shares of the Company is permitted only in dematerialized form. In terms of requirements of Regulation 40 of the Listing Regulations w.e.f. 1st April, 2019, transfer of securities in physical form, except in case of request received for transmission or transposition of securities, shall not be processed. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized to be able to freely transfer them and participate in various corporate actions.

### **Nomination**

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the Depository Participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent.

### **Service of documents through electronic mode**

As a part of Green Initiative, the members who wish to receive the notices/documents through e-mail, may kindly intimate their e-mail addresses to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, to its dedicated e-mail id, [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

### **Address for Correspondence:**

<b>Compliance Officer</b>	<b>KFin Technologies Limited</b>	<b>Company</b>
Mr. Gagan Singhal Company Secretary & Compliance Officer Phone : 0120-2516495 e-mail: <a href="mailto:gagan@ntbcl.com">gagan@ntbcl.com</a>	Unit: Noida Toll Bridge Company Limited Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India – 500032 email id : <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>	Noida Toll Bridge Company Limited Secretarial Department Toll Plaza, Mayur Vihar Link Road, New Delhi – 110091 Tel.: <a href="mailto:ntbcl@ntbcl.com">ntbcl@ntbcl.com</a>

## **DECLARATION**

### **Compliance with the Code of Business Conduct and Ethics**

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed annual compliance with Noida Toll Bridge Company Limited Code of Business Conduct and Ethics for the year ended March 31, 2023.

**For Noida Toll Bridge Company Limited**

**Nand Kishore  
Chairman**

**Delhi  
August 29, 2023**

## Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

**To,  
The Members,  
NOIDA TOLL BRIDGE COMPANY LIMITED**

We have examined the relevant registers, records, forms, returns and disclosures received from the Management of Noida Toll Bridge Company Limited having CIN L45101DL1996PLC315772 and having registered office at Toll Plaza, Mayur Vihar Link Road, New Delhi-110091. (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl. No.	Name of Directors	DIN	Date of appointment in the Company
1.	Mr. Dilip Lalchand Bhatia	01825694	04/12/2018
2.	Mr. Manish Kumar Agarwal	02885603	04/12/2018
3.	Mr. Kazim Raza Khan	05188955	24/07/2020
4.	Mr. Rakesh Chatterjee	00029365	18/12/2020
5.	Mr. Dheeraj Kumar	07046151	30/08/2022
6.	Mr. Nand Kishore	08267502	04/10/2022

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Kumar Wadhwa & Associates**  
Company Secretaries

**Sanjay Kumar**  
(Managing Partner)  
Membership No. FCS: 9211  
C P No.: 7027  
UDIN:F009211E000365160

Place : Delhi  
Date : 24.05.2023

## CEO / CFO Certification

We the undersigned, in our respective capacities as Executive Director and Chief Financial Officer of Noida Toll Bridge Company Limited ("the Company") to the best of our knowledge and belief certify that:

- a. We have reviewed financial statements (both standalone and consolidated) including the statement of cash flows and statement of changes in equity for the year ended March 31, 2023 and that to the best of our knowledge and belief, we state that:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. We further state that to the best of our knowledge and belief, no transactions are entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We are responsible for establishing and maintaining internal controls over financial reporting and that we have evaluated the effectiveness of internal control systems pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
  - i. significant changes, if any, in internal control over financial reporting during the year;
  - ii. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **Noida Toll Bridge Company Limited**

**Dheeraj Kumar**  
Executive Director

**Rajiv Jain**  
Chief Financial Officer

Delhi, August 29, 2023

**CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS  
UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)  
REGULATIONS, 2015**

The Members,  
Noida Toll Bridge Company Limited  
Toll Plaza, Mayur Vihar Link Road,  
New Delhi-110091.

1. We have examined the compliance of conditions of Corporate Governance by NOIDA TOLL BRIDGE COMPANY LIMITED ('the Company') for the year ended March 31, 2023, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

**Management's Responsibility:**

2. The Management is responsible for ensuring that the Company complies with the conditions of Corporate Governance. This responsibility also includes the design, implementation and maintenance of internal controls and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

**Auditor's Responsibility:**

3. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of Corporate Governance as stated in the Listing Regulations. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

**Opinion:**

5. Based on the procedures performed by us and to the best of our information and explanations given to us and representations provided by the Management, in our opinion, the Company is in default of complying with the Regulations 17, 18, 19, 20 and 25 with respect to the composition of Board of Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, in respect of Independent Directors respectively and specifically non-compliance relating to the appointment of Independent Directors and Woman Director. However, National Company Law Tribunal (NCLT), Mumbai Bench vide its Order dated April 26, 2019, has granted exemption to IL&FS and its Group Companies including Noida Toll Bridge Company Limited (NTBCL) regarding appointment of Independent Directors and Woman Director.
6. We, further, state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**Restrictions on use:**

7. This certificate is addressed and provided to the Members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose.

For **Kumar Wadhwa & Associates**  
Company Secretaries

**Sanjay Kumar**  
(Managing Partner)  
Membership No. FCS No.: 9211  
C P No.: 7027  
UDIN: F009211E000365490

Place : Delhi  
Date : 24.05.2023

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**STANDALONE  
ACCOUNTS >>**

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## INDEPENDENT AUDITOR'S REPORT ON STANDALONE FINANCIAL STATEMENTS

### TO THE MEMBERS OF NOIDA TOLL BRIDGE COMPANY LIMITED

#### Opinion

We have audited the standalone financial statements of **NOIDA TOLL BRIDGE COMPANY LIMITED** (the "Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements, give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view, in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI), together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

#### Emphasis of Matter

We draw attention to the following:

- (a) Note 33(i) to the standalone financial statements, in which, pending the outcome of the Company's appeal before the

Hon'ble Supreme Court against the order of the Hon'ble High Court of Allahabad, stalling the levy and collection of toll fee, the Board has taken a stand, based on a legal opinion and reliance placed on the provisions of the Concession Agreement relating to compensation and other recourses, that the underlying value of the intangible and other assets is not impaired.

- (b) Note 32(iii) & 33(ii) to the standalone financial statements, as per which, in addition to the existing income tax demand on the Company of Rs 1,34,002.60 lakhs for various assessment years between 2006-07 to 2014-15, the Company was served an additional tax demand for the said years aggregating Rs.10,89,330 lakhs along with imposition of an equivalent amount of penalty, i.e. Rs. 10,89,330 lakhs for the said assessment years and also income tax demand for assessment years 2016-17, 2017-18 and 2018-19 aggregating Rs. 78,671.39 lakhs, thus resulting in a total demand of Rs 23,91,333.99 lakhs. The Management of the Company is of the view that the above demands are devoid of any justification or merit and that the Company is confident of getting a favourable decision. Consequently, the Company has not made any provision for the amount of tax demand in its financial statements.
- (c) Note 31 to the standalone financial statements, which relates to the Order dated March 12, 2020, of the Hon'ble NCLAT, confirming October 15, 2018, as the cut-off date for initiation of resolution process for IL&FS and its group companies. The said Order provides moratorium against actions by creditors against IL&FS and its group companies including the Company. Consequently, the Company has not made a provision for interest on loans taken from ICICI Bank Limited and IL&FS Transportation Networks Limited (ITNL), aggregating Rs 1,170.31 lakhs, for the year ended March 31, 2023 and Rs.4,408.84 lakhs upto March 31, 2023.

Our opinion is not modified in respect of the above matters

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr.No.	Key Audit Matter	Auditor's Response
1.	<p><b>Evaluation of uncertain tax positions</b></p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Refer notes 32(iii) and 33(ii) to the standalone financial statements</p>	<p><b>Principal Audit Procedures</b></p> <p>Obtained details of completed tax assessments, demands and other relevant correspondences for the year ended March 31, 2023 from the management. We also reviewed management's stand in the Appeal Petitions filed by the Company. We discussed the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. We also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions.</p>

Sr.No.	Key Audit Matter	Auditor's Response
2.	<p><b>Suspension of Toll Operations at NOIDA DND Toll Flyway as per the Order of the Hon'ble Supreme Court.</b></p> <p>On the Public Interest Litigation filed in 2012, challenging the validity of the Concession Agreement and seeking the Concession Agreement to be quashed, the Hon'ble Allahabad High Court followed by Hon'ble Supreme Court has directed the Company to stop collecting the toll fee. Consequently collection of toll fee has been suspended since October 2016.</p> <p>Refer note 33(i) to the standalone financial statements.</p>	<p><b>Principal Audit Procedures</b></p> <p>We have reviewed the Concession Agreement initially entered into by the Company with NOIDA, together with the Order of Hon'ble Supreme Court dated November 2016, denying interim stay to the Company from collecting user fee.</p> <p>We have reviewed the stand taken by the Company and the proposal of modification of the Concession Agreement which the Company has submitted to NOIDA.</p> <p>We have also reviewed the orders of the Arbitration Proceedings on the claims and counter claims filed by both the Company and NOIDA.</p> <p>Further, we reviewed the Order dated April 12, 2019, of the Hon'ble Supreme Court, directing stay on the Arbitral Proceedings and also the Company's application filed in the Hon'ble Supreme Court on January 31, 2020, seeking vacation of interim stay. Although the matter has been listed before the Hon'ble Supreme Court on several dates from September 21, 2020, final adjudication by the Hon'ble Supreme Court is pending.</p>
3.	<p><b>Evaluation of National Company Law Tribunal (NCLT) Order:</b></p> <p>IL&amp;FS is the promoter and majority shareholder of ITNL, while ITNL is the promoter of the Company. On October 1, 2018, NCLT has passed an order under the provisions of Section 241 and 242 of the Companies Act, 2013. The Company being a group company is also a party to it.</p> <p>National Company Law Appellate Tribunal (NCLAT) passed an interim order dated October 15, 2018, granting a moratorium on all creditor actions against IL&amp;FS and its group companies. The Hon'ble NCLAT, vide its order dated March 12, 2020, has approved the revised resolution plan submitted by the new board of directors and has also approved October 15, 2018, as the cut-off date for initiation of resolution process for IL&amp;FS and its group companies.</p> <p>Basis the above, the Company has not made a provision for interest on loan taken from ICICI Bank Limited and ITNL, aggregating Rs 1,170.31 lakhs, for the year ended March 31, 2023 and Rs. 4,408.84 lakhs upto March 31, 2023.</p> <p>Refer note 31 to the standalone financial statements.</p>	<p><b>Principal Audit Procedures</b></p> <p>We have reviewed the orders uploaded on the NCLT website relating to the Company, have read all the updates provided to the stock exchange by the Company in relation to the NCLT matter and have also reviewed the Hon'ble NCLAT's Order dated March 12, 2020.</p>
4.	<p><b>Arrears of outdoor advertising &amp; licence fee</b></p> <p>The Company has received a demand notice dated September 28, 2018, from NOIDA amounting to Rs 369 lakhs, towards arrears of outdoor advertising and further demand notices during December 2018 and April 2019, aggregating Rs 476 lakhs, towards arrears of licence fee, for which no provision has been made by the Company.</p> <p>Refer note 33(v) to the standalone financial statements.</p>	<p><b>Principal Audit Procedures</b></p> <p>Our audit approach was appraisal of arrangement / agreements and legal stand taken by the Company.</p> <p>Reviewed the Advertisement Policy of NOIDA and the permission letter received by the company for the display of outdoor advertisement. Correspondence between Company and NOIDA was also reviewed wherein the Company has requested to keep the demand in abeyance as the matter has been referred to Arbitration.</p> <p>Company has also served copy of NCLAT Order dated October 15, 2018, wherein moratorium has been granted to the Company against all creditor actions.</p>

### **Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of the Management and Those Charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act, with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and the cash flows of the Company, in accordance with the accounting principles generally accepted in India, including the accounting standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records, in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively, for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements, that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain, reasonable assurance about whether the standalone financial statements, as a whole, are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit, in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any

significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are, therefore, the key audit matters. We describe these matters in our auditor's report, unless law or regulation precludes public disclosure about the matter, or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013, we give in Annexure "A", a statement on the matters specified in paragraph 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account, as required by law, have been kept by the Company, so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report, are in agreement with the books of accounts.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on March 31, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "B".
  - (g) With respect to the other matters to be included in the Auditor's Report, in accordance with the requirements of section 197(16) of the Act, in our opinion and to the best of our information and

according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act ; and

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of the pending litigations on its financial position in its standalone financial statements – refer note 33 to the standalone financial statements;
  - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly, lend or invest in other persons or entities identified, in any manner whatsoever, by or on behalf of the Company ("Ultimate Beneficiaries"), or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - (b) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified, in any manner whatsoever, by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The Company, had not proposed dividend in the previous year, has not declared and paid interim dividend in the current year and has not proposed dividend for the current year. Hence, the question of compliance with Section 123 of the Act does not arise.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule

11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

**For N.M. Raiji & Co.**  
**Chartered Accountants**  
**Firm Registration No.108296W**

**Vinay D. Balse**  
**Partner**  
**Membership No.: 039434**  
**UDIN : 23039434BGWHW19203**

**Place: Mumbai**  
**Date: May 24, 2023**

**ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT OF EVEN DATE ON  
THE FINANCIAL STATEMENTS OF NOIDA TOLL BRIDGE COMPANY LIMITED  
(Referred to in Paragraph 1 under the heading of “Report on Other Legal and  
Regulatory Requirements” of our report of even date)**

We report that:

- i. In respect of the Company’s property, plant and equipment:
- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
  - (b) As explained to us, according to the practice of the Company, property, plant and equipment are physically verified by the Management at regular intervals which in our opinion, is reasonable, considering the size of the company and nature of its business.
  - (c) With regard to the title deeds of immovable properties (Building), the Company has entered into a Concession Agreement with NOIDA, under which NOIDA has provided land on lease (on which the Company has constructed the Building) to the Company, for the purpose of construction of DND flyway. This agreement gives the Company the right to develop, construct and use any facilities thereon and own the project assets till the tenure of the agreement. Accordingly, we report that, the title deed of all immovable properties including the self-constructed Building is in the name of the Company.
  - (d) The Company has not revalued any of its property, plant and equipment during the year.
  - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023, for holding any benami properties under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and Rules made thereunder.
- ii. (a) The physical verification of inventory has been conducted at reasonable intervals by the management. The coverage and procedure of such verification is appropriate and no discrepancies have been noticed.
- (b) The Company has not been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets. Hence, reporting under clause (ii)(b) of para 3 of the Order is not applicable to the Company.
- iii. The Company has not made investments in, provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties. Hence, reporting under sub-clauses (a) to (f) of clause (iii) of para 3 of the Order is not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees and securities given in respect of which the provisions of section 185 and 186 of the Companies Act 2013, are applicable. Hence, reporting under clause (iv) of para 3 of the Order is not applicable to the Company.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits. Hence, reporting under clause (v) of para 3 of the Order is not applicable to the Company.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for the business activities carried out by the Company. Hence, reporting under clause (vi) of para 3 of the Order is not applicable to the Company.
- vii. (a) In our opinion, the Company has generally been regular in depositing with appropriate authorities undisputed statutory dues including income tax, sales tax, goods and service tax, cess, provident fund and other statutory dues applicable to it.
- According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, goods and service tax, cess, provident fund and other statutory dues were outstanding at the year end, for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, etc. which have not been deposited with the appropriate authorities on account of any dispute, other than as given below:

Name of the Statute	Nature of the dues	Amount (Rs. in Lakh)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act	Income Tax	10,181.75*	AY 2007-08	ITAT, Delhi
Income Tax Act	Income Tax	12,973.83*	AY 2008-09	ITAT, Delhi
Income Tax Act	Income Tax	14,190.24	AY 2009-10	ITAT, Delhi
Income Tax Act	Income Tax	15,109.81	AY 2010-11	ITAT, Delhi
Income Tax Act	Income Tax	15,865.45	AY 2011-12	ITAT, Delhi
Income Tax Act	Income Tax	17,588.74*	AY 2012-13	ITAT, Delhi
Income Tax Act	Income Tax	18,936.55*	AY 2013-14	ITAT, Delhi
Income Tax Act	Income Tax	29,156.23	AY 2014-15	ITAT, Delhi

Name of the Statute	Nature of the dues	Amount (Rs. in Lakh)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act	Income Tax	10,89,330.00	AY 2006-07 to AY 2014-15	ITAT, Delhi
Income Tax Act	Income Tax (Penalty)	10,89,330.00	AY 2006-07 to AY 2014-15	Assessing Officer
Income Tax Act	Income Tax	35,700.33	AY 2016-17	CIT (Appeals), Delhi
Income Tax Act	Income Tax	38,348.50	AY 2017-18	CIT (Appeals), Delhi
Income Tax Act	Income Tax	4,622.56	AY 2018-19	CIT (Appeals), Delhi
Finance Act	Service Tax	31.00	February 2016 to March 2017	Commissioner of Central Tax (Appeals) NOIDA

\*Net of amount paid under protest

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. (a) In our opinion and according to the information and explanations given to us, the Company has defaulted in repayment of dues to financial institutions and banks since May 2018. The details of overdue interest and overdue principal of the Company's borrowings are as follows:

Sr. No.	Nature of borrowing	Bank	Amount overdue as on March 31, 2023 (Rs. In Lakh)	
			Interest	Principal
1.	Term loan	ICICI Bank Limited	3,600.66	4,500.00

- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, the term loan has been applied for the purpose for which it had been obtained
- (d) The Company has not raised any funds on short term basis. Hence, reporting under sub-clause (d) of clause (ix) of para 3 of the Order is not applicable to the Company.
- (e) In our opinion and according to the information and explanations given to us, the Company has not taken any funds from any entity or any person on account of or to meet the obligations of its subsidiary.
- (f) The Company has not raised any loans during the year. Hence, reporting under sub-clause (f) of clause (ix) of para 3 of the Order is not applicable to the Company.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x)(a) of para 3 of the Order is not applicable to the Company.
- (b) During the year, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally)

and hence reporting under clause (x)(b) of para 3 of the Order is not applicable to the Company.

- xi. (a) No fraud by the Company or on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014, with the Central Government, during the year and upto the date of this report.
- (c) According to the information provided by the management, no whistleblower complaints have been received by the Company during the year.
- xii. The Company is not a Nidhi Company. Hence, reporting under clause (xii) of para 3 of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Hence, provisions of section 192 of the Act are not applicable; therefore, reporting under clause (xv) of para 3 of the Order is not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under sub-clause (a), (b) and (c) of clause (xvi) of para 3 of the Order is not applicable to the Company.



- (b) According to the information and explanations provided to us by the management, the Group has one core investment company as part of the group (as defined in the Core Investment Companies (Reserve Bank) Directions 2016). Hence, reporting under sub-clause (d) of clause (xvi) of para 3 of the Order is not applicable to the Company.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditor of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention that causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of the balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts upto the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The provisions of Section 135 of the Companies Act, 2013, are not applicable to the Company. Hence, reporting under sub-clause (a) and (b) of clause (xx) of para 3 of the Order is not applicable to the Company.
- xxi. There are no qualifications in the Companies (Auditor's Report) Order report of the Company included in the consolidated financial statements.

**For N.M. Raiji & Co.  
Chartered Accountants  
Firm Registration No.108296W**

**Vinay D. Balse  
Partner**

**Place: Mumbai  
Date: May 24, 2023**

**Membership No.: 039434  
UDIN : 23039434BGWHW19203**

**ANNEXURE “B” TO THE AUDITORS REPORT**  
**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143**  
**of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **NOIDA Toll Bridge Company Limited** (“the Company”) as of March 31, 2023, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting, issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively, for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For N.M. Raiji & Co.**  
**Chartered Accountants**  
**Firm Registration No.108296W**

**Vinay D. Balse**  
**Partner**

**Place: Mumbai**  
**Date: May 24, 2023**

**Membership No.: 039434**  
**UDIN : 23039434BGWHW19203**

## STANDALONE BALANCE SHEET AS AT MARCH 31, 2023

(Rs. in Lakh)

Particulars	Note	As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>Non Current Assets</b>			
(a) (i) Property, Plant and Equipment	3	385.50	659.69
(ii) Other Intangible Assets	4	29,632.02	33,467.59
(b) Financial Assets			
(i) Investments	5	2.55	2.55
(ii) Other Financial Assets	6	33.41	33.41
(c) Deferred Tax Assets	19	-	-
(d) Income Tax Assets	12	2,355.00	2,355.00
<b>Total Non-Current Assets</b>		<b>32,408.48</b>	<b>36,518.24</b>
<b>Current Assets</b>			
(a) Inventories	8	-	16.21
(b) Financial Assets			
(i) Trade Receivables	9	96.54	818.10
(ii) Unbilled Receivable		115.00	16.49
(iii) Cash & Cash Equivalents	10	149.26	141.36
(iv) Other Bank Balance	11	3,951.68	1,320.80
(c) Current Tax Assets	13	1,330.17	1,250.81
(d) Other Current Assets	7	137.89	156.44
<b>Total Current Assets</b>		<b>5,780.54</b>	<b>3,720.21</b>
<b>TOTAL ASSETS</b>		<b>38,189.02</b>	<b>40,238.45</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Share Capital	14	18,619.50	18,619.50
(b) Other Equity	15	5,003.13	8,529.48
<b>Total Equity</b>		<b>23,622.63</b>	<b>27,148.98</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Other Financial Liabilities	17(i)	1,864.16	686.19
(b) Other Non-Current Liabilities	21(i)	50.37	-
(c) Provisions	18 (i)	8.79	8.42
(d) Deferred Tax Liabilities (net)	19	0.00	0.00
<b>Total Non-Current Liabilities</b>		<b>1,923.32</b>	<b>694.61</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	16	6,670.81	6,670.81
(ii) Trade Payables	20	150.57	174.33
(iii) Other Financial Liabilities	17 (ii)	272.95	313.82
(b) Other Current Liabilities	21(ii)	1,428.10	1,377.04
(c) Provisions	18 (ii)	4,120.64	3,858.86
<b>Total Current Liabilities</b>		<b>12,643.07</b>	<b>12,394.86</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>38,189.02</b>	<b>40,238.45</b>
Notes forming part of the standalone financial statements	1-42		

**In terms of our report attached**

**For N. M. Raiji & Co**  
Chartered Accountants  
Firm Registration No.: 108296W

**Vinay D. Balse**  
Partner  
(Membership No.: 039434)  
UDIN : 23039434BGWHW19203

**Place:** Mumbai  
**Date:** May 24, 2023

**For and on behalf of**  
**Noida Toll Bridge Company Limited**

**Dheeraj Kumar**  
Executive Director  
DIN No. :07046151

**Rajiv Jain**  
Chief Financial Officer

**Place:** Noida  
**Date:** May 24, 2023

**Dilip Bhatia**  
Director  
DIN No. :01825694

**Gagan Singhal**  
Company Secretary  
M. No.: F-7525

## STATEMENT OF STANDALONE PROFIT & LOSS AS AT MARCH 31, 2023

(Rs. in Lakh)

Particulars	Note	Year ended March 31, 2023	Year ended March 31, 2022
<b>Income</b>			
Revenue from Operations	22	2,372.43	1,613.68
Other Income	23	309.40	108.91
<b>Total Income</b>		<b>2,681.83</b>	<b>1,722.59</b>
<b>Expenses</b>			
Operating Expenses	24	1,536.95	1,113.51
Employee Benefits Expense	25	87.82	83.10
Finance Costs	26	2.33	2.57
Depreciation and Amortization Expense	3 & 4	4,121.03	4,189.61
Other Expenses	27	461.21	480.39
<b>Total Expenses</b>		<b>6,209.34</b>	<b>5,869.18</b>
<b>Profit / (Loss) Before Taxation</b>		<b>(3,527.51)</b>	<b>(4,146.59)</b>
<b>Tax Expense:</b>	28		
(1) Current Tax		-	-
(2) Deferred Tax		-	-
		-	-
<b>Profit / (Loss) After Tax</b>		<b>(3,527.51)</b>	<b>(4,146.59)</b>
<b>Other Comprehensive Income</b>			
Actuarial gain/(loss) in respect of defined benefit plan		1.16	(1.88)
<b>Total Other Comprehensive Income</b>		<b>1.16</b>	<b>(1.88)</b>
<b>Total Comprehensive Income</b>		<b>(3,526.35)</b>	<b>(4,148.47)</b>
<b>Earning per Equity Share- Basic &amp; Diluted (Rs.)</b>	30	(1.89)	(2.23)
Notes forming part of the standalone financial statements	1-42		

### In terms of our report attached

**For N. M. Raiji & Co**  
Chartered Accountants  
Firm Registration No.: 108296W

**Vinay D. Balse**  
Partner  
(Membership No.: 039434)  
UDIN : 23039434BGWHW19203

**Place:** Mumbai  
**Date:** May 24, 2023

**For and on behalf of  
Noida Toll Bridge Company Limited**

**Dheeraj Kumar**  
Executive Director  
DIN No. :07046151

**Rajiv Jain**  
Chief Financial Officer

**Place:** Noida  
**Date:** May 24, 2023

**Dilip Bhatia**  
Director  
DIN No. :01825694

**Gagan Singhal**  
Company Secretary  
M. No.: F-7525

## STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Profit / (Loss) for the year	(3,527.51)	(4,146.59)
Adjustments For :		
Depreciation	4,121.03	4,189.61
Provision for diminution in the value of inventory	16.22	16.21
Finance Charges	2.33	2.57
Interest Income	(296.64)	(61.94)
Profit/(Loss) on sale of Fixed Assets	(0.16)	-
<b>Operating profit/ (loss) before working capital changes</b>	<b>315.27</b>	<b>(0.14)</b>
<b>Adjustments for Movement in Working Capital:</b>		
Decrease / (Increase) in Trade Receivable	721.56	257.98
Decrease / (Increase) in Loans and Advances	(85.16)	(16.00)
Increase / (Decrease) in Current and Non - Current Liabilities	1,511.44	93.00
<b>Cash generated from operations</b>	<b>2,463.11</b>	<b>334.84</b>
Tax (Paid)/ Refund	(79.36)	(89.22)
<b>Net cash from operating activities (A)</b>	<b>2,383.75</b>	<b>245.62</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of fixed assets	(11.27)	(115.92)
Proceeds from Sale of fixed Assets	0.16	-
Deposit with Bank	(2,630.00)	(100.00)
Proceeds from Deposits	22.05	-
Interest Received	245.54	57.74
<b>Net Cash Used for Investing Activities (B)</b>	<b>(2,373.52)</b>	<b>(158.18)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Interest and Finance Charges Paid	(2.33)	(2.57)
<b>Net Cash used in Financing Activities (C)</b>	<b>(2.33)</b>	<b>(2.57)</b>
<b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>7.90</b>	<b>84.87</b>
Cash and Cash Equivalents as at beginning of the year	141.36	56.49
<b>Cash and Cash Equivalents as at end of the year</b>	<b>149.26</b>	<b>141.36</b>
<b>Components of Cash and Cash Equivalents as at:</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
Cash in hand	0.20	0.14
Balances with banks:		
- In Current accounts	149.06	141.22
- In Deposit accounts	-	-
	<b>149.26</b>	<b>141.36</b>

**In terms of our report attached**

**For N. M. Raiji & Co**  
Chartered Accountants  
Firm Registration No.: 108296W

**Vinay D. Balse**  
Partner  
(Membership No.: 039434)  
UDIN : 23039434BGWHW19203

**For and on behalf of**  
**Noida Toll Bridge Company Limited**

**Dheeraj Kumar**  
Executive Director  
DIN No. :07046151

**Rajiv Jain**  
Chief Financial Officer

**Dilip Bhatia**  
Director  
DIN No. :01825694

**Gagan Singhal**  
Company Secretary  
M. No.: F-7525

**Place:** Mumbai  
**Date:** May 24, 2023

**Place:** Noida  
**Date:** May 24, 2023

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023

### A. Equity Share Capital

Particulars	No. of Shares (in Lakh)	(Rs.in Lakh)
<b>As at April 1, 2021</b>	1,861.95	18,619.50
Issued during the year	-	-
<b>As at March 31, 2022</b>	1,861.95	18,619.50
Issued during the year	-	-
<b>As at March 31, 2023</b>	1,861.95	18,619.50

### B. Other Equity

(Rs. in Lakh)

Particulars	Reserve & Surplus			Other Comprehensive Income	Total
	Securities Premium	Retained Earnings	General Reserve		
<b>As at April 1, 2021</b>	<b>14,462.81</b>	<b>(2,854.91)</b>	<b>1,088.29</b>	<b>(18.24)</b>	<b>12,677.95</b>
Net Profit/(Loss)	-	(4,146.59)	-	-	(4,146.59)
Actuarial gain/(loss) in respect of defined benefit plan	-	-	-	(1.88)	(1.88)
<b>As at March 31, 2022</b>	<b>14,462.81</b>	<b>(7,001.50)</b>	<b>1,088.29</b>	<b>(20.12)</b>	<b>8,529.48</b>
Net Profit/(Loss)	-	(3,527.51)	-	-	(3,527.51)
Actuarial gain/(loss) in respect of defined benefit plan	-	-	-	1.16	1.16
<b>As at March 31, 2023</b>	<b>14,462.81</b>	<b>(10,529.01)</b>	<b>1,088.29</b>	<b>(18.96)</b>	<b>5,003.13</b>

#### In terms of our report attached

**For N. M. Raiji & Co**  
Chartered Accountants  
Firm Registration No.: 108296W

**Vinay D. Balse**  
Partner  
(Membership No.: 039434)  
UDIN : 23039434BGWHW19203

**Place:** Mumbai  
**Date:** May 24, 2023

**For and on behalf of**  
**Noida Toll Bridge Company Limited**

**Dheeraj Kumar**  
Executive Director  
DIN No. :07046151

**Rajiv Jain**  
Chief Financial Officer

**Place:** Noida  
**Date:** May 24, 2023

**Dilip Bhatia**  
Director  
DIN No. :01825694

**Gagan Singhal**  
Company Secretary  
M. No.: F-7525

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### (1) BACKGROUND

#### (a) Corporate Information

Noida Toll Bridge Company Limited (NTBCL) is a public limited company incorporated and domiciled in India on April 8, 1996 with its registered office at Toll Plaza, Mayur Vihar Link Road, New Delhi - 110091. The equity shares of NTBCL are publicly traded in India on the National Stock Exchange and Bombay Stock Exchange. Global Depository Receipts (GDRs) represented by equity shares of NTBCL were traded on Alternate Investment Market (AIM) of the London Stock Exchange till May 3, 2017.

NTBCL has been set up to develop, establish, construct, operate and maintain a project relating to the construction of the Delhi Noida Toll Bridge under the "Build-Own-Operate-Transfer" (BOOT) basis. The Delhi Noida Toll Bridge comprises the Delhi Noida Toll Bridge, adjoining roads and other related facilities, Mayur Vihar Link Road and the Ashram flyover which has been constructed at the landfall of the Delhi Noida Toll Bridge and it operates under a single business and geographical segment.

#### (b) Service Concession Arrangement entered into between IL&FS, NTBCL and NOIDA

A 'Concession Agreement' entered into between NTBCL, Infrastructure Leasing and Financial Services Limited (IL&FS, the promoter company) and New Okhla Industrial Development Authority (NOIDA), Government of Uttar Pradesh, conferred the right to the Company to implement the project and recover the project cost, through the levy of fees/ toll revenue, with a designated rate of return over the 30 years concession period commencing from December 30, 1998 i.e. the date of Certificate of Commencement, or till such time the designated return is recovered, whichever is earlier. The Concession Agreement further provides that in the event the project cost with the designated return is not recovered at the end of 30 years, the concession period shall be extended by 2 years at a time until the project cost and the return thereon is recovered. The rate of return is computed with reference to the project costs, cost of major repairs and the shortfall in the recovery of the designated returns in earlier years. As per the certification by the independent auditors, the total recoverable amount comprises project cost and 20% designated return. NTBCL shall transfer the Project Assets to NOIDA in accordance with the Concession Agreement upon the full recovery of the total cost of project and the returns thereon.

In the past, NOIDA has been in discussion with the Company to consider modifications of a few terms of the Concession Agreement. The Company at its July 9, 2015 Board Meeting, approved the draft proposal (subject to approval by NOIDA & shareholders) for

terminating the concession and handing over the bridge on March 31, 2031 and freezing the amount payable as on March 31, 2011.

Hon'ble High Court of Allahabad had, vide its Judgement dated October 26, 2016 on a Public Interest Litigation filed in 2012 (challenging the validity of the Concession Agreement and seeking the Concession Agreement to be quashed) has directed the Company to stop collecting the user fee holding the two specific provisions relating to levy and collection of fee to be inoperative but refused to quash the Concession Agreement. Consequently, collection of user fee from the users of the NOIDA bridge has been suspended from October 26, 2016 and an appeal has been filed before Hon'ble Supreme Court of India seeking an Interim Stay on the said Judgment.

Further on November 11, 2016, Hon'ble Supreme Court issued its Interim Order denying the interim stay and sought assistance of CAG to verify whether the Total Cost of the Project in terms of the Concession Agreement has been recovered or not by the Company. CAG has submitted its report to the Hon'ble Supreme Court and the bench has directed on September 14, 2018 that the report submitted by CAG be kept in a sealed cover.

The Special Leave Petition (SLP) is still pending for final adjudication in the Hon'ble Supreme Court. The Company has also notified NOIDA that the Judgement of the Hon'ble Allahabad High Court, read with the Interim Order of the Hon'ble Supreme Court of India constitute a 'change in law' under the Concession Agreement and submitted a detailed proposal for modification of the Concession Agreement, so as to place it in substantially the same legal, commercial and economic position as it was prior to the said change in law. Since NOIDA did not act on the proposal, the Company had sent a notice of arbitration to NOIDA.

The Arbitral Tribunal has been constituted and both the Company and NOIDA have submitted their claims and counter claims. Further, NOIDA had filed an application under Section 16 of the Arbitration and Conciliation Act, 1961 on the maintainability of the arbitration proceedings which was rejected by the Arbitral Tribunal vide order dated August 10, 2018.

NOIDA had filed an application in the Delhi High Court, under Section 34 of the Arbitration and Conciliation Act, 1961, challenging the Arbitral Tribunal order dated August 10, 2018, which has been disposed off by the Delhi High Court on January 31, 2019, without any relief to NOIDA.

NOIDA has also filed an application for directions before the Hon'ble Supreme Court seeking a stay on arbitral proceedings. On April 12, 2019 the Hon'ble Supreme Court directed a stay on Arbitral proceedings.

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

On January 31, 2020, the Company filed an application for vacation of interim stay granted vide order dated April 12, 2019. In view of the outbreak of COVID-19, the functioning of the Supreme Court was limited to urgent matters only. Pursuant to the filling of letter of urgency the matter was heard by the Hon'ble Supreme Court on September 21, 2020, October 5, 2020, November 18, 2020, January 20, 2021, March 16, 2021, April 15, 2021, July 26, 2021, August 10, 2021, September 8, 2021 and subsequently posted for October 26, 2021.

Meanwhile, the Company on October 4, 2021 received a final Notice of demand dated September 30, 2021, from NOIDA, wherein NOIDA raised an alleged demand of Rs 26.05 crores payable by the Company within three days of receipt thereof, failing which NOIDA threatened to remove all advertisement display on the NOIDA side of the DND Flyway. On receipt of the said Notice, the Company filed an interim application on October 4, 2021, before the Hon'ble Supreme Court. Based on the Letter of Urgency/ Mentioning filed by the Company, the matter was listed for hearing on October 26, 2021. In spite of the Company informing all the developments at the Hon'ble Supreme Court to NOIDA, the NOIDA authorities unlawfully removed all the advertisement display from NOIDA side of DND Flyway on October 14, 2021.

Further on October 26, 2021 the matter was not taken up for hearing by Hon'ble Supreme Court due to paucity of time. The Company once again physically mentioned the Urgency before the Hon'ble Supreme Court on October 28, 2021 and the matter was listed for hearing on November 9, 2021 and subsequently was posted for hearing on December 1, 2021 and December 7, 2021. Subsequently, on December 9, 2021, the matter was mentioned and was heard by the Hon'ble Supreme Court on December 15, 2021, January 6, 2022 and January 10, 2022. On January 19, 2022, the Hon'ble Supreme Court disposed the interim application filed on October 4, 2021, with the direction that the Company may be permitted to put up outdoor advertisements on payment of Rs 125 per square feet per month, in advance, subject to the outcome of the SLP of 2016 filed by the Company.

The SLP was posted to March 29, 2022 for final disposal, on which date it was not taken up and was posted to May 10, 2022, August 23, 2022, October 18, 2022 and November 2, 2022, January 10, 2023 but could not be taken up due to paucity of time on all occasions.

### (2) Significant Accounting Policies

#### (a) Statement of Compliance

The standalone financial statements have been prepared in accordance with Ind AS 34, as notified

under the Companies (Indian Accounting Standards) Rules, 2015.

#### (b) Basis of Preparation of Standalone Financial Statements

These standalone financial statements have been prepared in accordance with the assumption of going concern and on a historical cost basis, except for financial assets and financial liabilities which have been measured at fair value at the end of each reporting period. The presentation and grouping of individual items in the Balance Sheet, the Statement of Profit & Loss and the Statement of Cash Flows are based on the principle of materiality.

All assets and liabilities have been classified as current or non-current as per the criteria set out in the Companies Act, 2013. The Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

Accounting policies have been consistently applied, except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

#### (c) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3, based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. For assets and liabilities that are recognised in the balance sheet on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### (d) Accounting for Rights Under Service Concession Arrangement, Significant Accounting Judgments and Estimates

The preparation of these standalone financial statements in conformity with Ind AS requires the management to make certain estimates, judgements and assumptions that affect the amounts reported in these financial statements. Judgements and estimates are evaluated on an ongoing basis and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Changes in estimates are reflected in these financial statements in the period in which the changes are made.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. Significant assumptions used in accounting for the intangible asset are given below:

- The Company has concluded that as operator of the bridge, it has provided construction services to NOIDA, the grantor, in exchange for an intangible asset, i.e. the right to collect toll from road users during the Concession period. Accordingly, such intangible asset has been measured at cost, i.e. fair value of the construction services. The Company has recognised a profit which is the difference between the cost of construction services rendered (the cost of the project asset) and the fair value of the construction services.
- The exchange of construction services for an intangible asset is regarded as a transaction that generates revenue and costs, which have been recognised by reference to the stage of completion of the construction. Contract revenue has been measured at the fair value of the consideration receivable.
- The Management has capitalised qualifying maintenance expenses until the completion of construction.
- Such intangible asset is assumed to be received

only upon completion of construction and recognised on such completion. Until then, the management has recognised a receivable for its construction services. The fair value of construction services have been estimated to be equal to the construction costs plus margin of 17.5% and the effective interest rate of 13.5% for lending by the grantor. The construction industry margins range between 15-20% and the Company has determined that a margin of 17.5% is both conservative and appropriate. The effective interest rate used on the receivable during construction is the normal interest rate which grantor would have paid on delayed payments.

- The Company considers that they will not be able to earn the assured return under the Concession Agreement over 30 years. The Company has an assured extension of the concession as required to achieve project cost and designated returns. Post judgement of Hon'ble High Court of Allahabad dated October 26, 2016 wherein the Company has been directed to stop collecting the user fee has warranted to change the useful life of such Intangible Asset to 30 years.
- The value of such intangible asset is being amortised over the estimated useful life using straight line method from October 27, 2016 (hitherto in the proportion of the revenue earned for the period to the total estimated toll revenue i.e. revenue expected to be collected over the concession period).
- The carrying value of such intangible asset is reviewed for impairment annually or more often if events or changes in circumstances indicate that the carrying value may not be recoverable.
- Development rights will be accounted for as and when exercised.

**Maintenance obligations:** Contractual obligations to maintain, replace or restore the infrastructure (principally resurfacing costs and major repairs and unscheduled maintenance which are required to maintain the bridge in operational condition except for any enhancement element) are recognized and measured at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provision for the resurfacing is built up in accordance with the provisions of Ind AS 37. Timing and amount of such cost are estimated and recognised on straight line basis over the period at the end of which the overlay is estimated to be carried out based on technical evaluation by independent experts

### (e) Foreign Currency Transactions

The functional currency of the Company is Indian

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Rupees. Transactions in foreign currencies are initially recorded in the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange prevailing on the balance sheet date. The exchange difference arising on account of the difference between the rates prevailing on the date of transaction and on the date of settlement, as also on translation of monetary items at the end of the year is recognized as income or expense, as the case may be, in the Statement of Profit and Loss for the period /year.

### (f) Intangible Asset

The value of 'other intangible asset' has been measured and recognised on the date of completion of construction at the fair value of the construction services provided. It is being amortised over the estimated useful life using the straight line method from October 27, 2016 (hitherto in the proportion of the revenue earned for the period to the total estimated toll revenue i.e. revenue expected to be collected over the concession period).

### (g) Property, Plant & Equipment

Property, Plant and Equipment have been stated at cost less accumulated depreciation and impairment losses, if any. Cost includes all expenses, direct and indirect, specifically attributable to its acquisition and bringing it to its working condition for its intended use. Incidental expenditure pending allocation and attributable to the acquisition of fixed assets is allocated / capitalised with the related assets. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

The carrying values of Property, Plant and Equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

An item of Property, Plant and Equipment is de-recognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the Statement of Profit and Loss, when the asset is de-recognised.

The residual values and useful lives of the assets are reviewed and adjusted if appropriate, at the end of each financial year.

### (h) Depreciation

All items of Property, Plant and Equipment are

depreciated on a Straight Line Method (SLM), over the useful life of such items as prescribed under Schedule II of the Companies Act, 2013 other than items specified in para below.

The following items are depreciated over the useful life, other than the life prescribed under Schedule II of the Companies Act, 2013, based on internal technical evaluation, taking into account the nature of the asset, the estimated usage thereof, the operating conditions, past history of replacement, anticipated technological changes etc.:

Building	30 years
Data Processing Equipment	3 years
Furniture & Fixtures	7 years
Mobile and Ipad/Tablets	2 years
Vehicles	5 years

### (i) Impairment

At each balance sheet date, the items of property, plant and equipment and intangibles are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount of such items is reviewed in order to determine the extent of impairment loss, if any. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs. An asset's recoverable amount is the higher of an asset's or cash generating unit's fair value less costs to sell and its value, in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is recognised in the Statement of Profit and Loss as and when the carrying amount of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately.

### (j) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use.

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Where funds are temporarily invested pending their expenditures on the qualifying asset, any such investment income, earned on such fund is deducted from the borrowing cost incurred.

All other borrowing costs are recognised as finance charges in the Statement of Profit and Loss in the period in which they are incurred.

### (k) Inventories

Inventories of Electronic Cards (prepaid cards) and "On Board Units" are valued at the lower of cost or net realisable value. Cost is recognised on First in First out basis.

### (l) Provisions and Contingencies

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement.

A contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

In those cases, where the outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognized or disclosure is made.

### (m) Employee Costs

#### Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. The Company has no obligation, other than the contribution payable to the provident fund and superannuation fund.

For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each balance sheet date. Re - measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling

(if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in Other Comprehensive Income in the period in which they occur. Re-measurement recognised in Other Comprehensive Income is reflected in retained earnings and will not be reclassified to profit and loss.

Past service costs are recognised in Statement of Profit and Loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate at the beginning of the year to the net defined benefit liability or asset.

Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments) and
- net interest expense or income; and
- re-measurement

The Company presents the first two components of defined benefit costs in Statement of Profit and Loss under 'Employee Benefits Expense'. Curtailment gains and losses are accounted for as past service costs.

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the Company can no longer withdraw the offer of the termination benefit or when it recognizes any related restructuring costs.

#### Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

### (n) Leases

The Company assesses whether a contract contains a lease, at inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Where this occurs, the arrangement is deemed to include a lease and is accounted for either as finance or operating lease. Leases are classified as finance leases where the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

### (o) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue comprises:

#### **Toll Revenue**

Toll Revenue is recognised in respect of toll collected at the Delhi Noida Toll Bridge and Mayur Vihar link Road and the attributed share of revenue from prepaid cards.

#### **License Fee**

License fee income from advertisement hoardings, office space and others is recognised on an accrual basis in accordance with contractual rights.

#### **Interest income**

Revenue is recognised as interest accrues (using the effective interest method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset).

### (p) Taxation

#### **Current tax**

Current tax represents the amount that would be payable based on computation of tax calculated using tax rates and tax laws that have been enacted or

substantively enacted by the end of the reporting period. Current tax is determined based on the amount of tax payable in respect of taxable income for the year.

#### **Deferred tax**

Deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax assets and unused tax losses (where such right has not been forgone), to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax assets and unused tax losses can be utilised, except where the deferred tax asset is relating to the deductible temporary difference arising from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Current and deferred tax are recognised as an expense or income in the Statement of Profit and Loss, except when they relate to items credited or debited either in Other Comprehensive Income or directly in equity, in which case the tax is also recognised in Other Comprehensive Income or directly in equity.

#### **Minimum Alternative Tax (MAT)**

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax during the specified period. Accordingly, MAT entitlement is recognised as an asset in the Balance Sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with it will fructify. Such asset is reviewed at each balance sheet date and the carrying amount of MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the company will pay normal income tax during the specified period.

### (q) Financial Assets

All regular way purchases or sales of financial assets are recognised and de-recognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the trade receivables, deposits and other financial assets measured at amortised cost.

The Company de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss as if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

### (r) Financial Liabilities and Equity Instruments

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate

The Company's financial liabilities include trade and other payables, loans and borrowings.

#### Classification as debt or equity:

Debt and equity instruments issued by a Company are classified as either financial liabilities or as equity

in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

#### Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of the liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

#### Financial liabilities

Financial liabilities that are not held-for-trading and are not designated as FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs'.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

#### Derecognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability de-recognised and the consideration paid and payable is recognised in profit or loss.

### (r) Share based payment transactions

Equity-settled, share option plans are valued at fair value at the date of the grant and are expensed over the vesting years, based on the Company's estimate of shares that will eventually vest. The total amount to be expensed over the vesting years is determined by reference to the fair value of the options granted,

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

excluding the impact of any non-market vesting conditions. At each balance sheet date, the entity revises its estimates of the number of options that are expected to become exercisable. The share awards are valued using the Black-Scholes option valuation method.

The Company recognises the impact of the revision of original estimates, if any, in the Statement of Profit & Loss, with a corresponding adjustment to equity. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

### **(s) Cash and Cash Equivalents:**

Cash and Cash Equivalents comprises of Cash on Hand, Cheques on Hand and demand deposits with Banks (with an original maturity of three months or less from the date of acquisition). Cash Equivalents are short term, highly liquid investments that are

readily convertible into known amounts of cash and which are subject to insignificant risks of changes in value.

### **(t) Earnings Per Share**

Basic earnings per share is calculated by dividing net profit for the period/year by the weighted average number of ordinary shares outstanding during the period/year.

Diluted earnings per share is calculated by dividing the net profit by the weighted average number of ordinary shares outstanding during the period/year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

### **(u) Dividend**

Final dividend on share is recorded as a liability on the date of approval by the shareholders and interim dividend is recorded as a liability on the date of declaration by the Company's Board of Directors.

### **(v) Investment in Subsidiaries**

Investment in subsidiaries are measured at cost.



**NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

**3. PROPERTY, PLANT AND EQUIPMENT**

(Rs. in Lakh)

Sr. No.	PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
		As At April 1, 2022	Additions	Deductions	As At March 31, 2023	As At April 1, 2022	For the year	Deductions	As At March 31, 2023	As At March 31, 2022
	<b>Tangible Assets</b>									
1	Advertisement structure	1,634.09	-	-	1,634.09	1,208.97	257.08	-	1,466.05	425.12
2	Data Processing Equipment	1,160.09	7.37	-	1,167.46	1,158.87	1.69	-	1,160.56	1.22
3	Office Equipment	277.94	3.90	(0.30)	281.54	276.95	0.85	(0.30)	277.50	0.99
4	Furniture & Fixtures	105.83	-	-	105.83	105.79	0.04	-	105.83	0.04
5	Vehicles	114.51	-	-	114.51	114.51	-	-	114.51	-
6	Building*	498.34	-	-	498.34	266.02	25.80	-	291.82	232.32
	<b>Total Tangible Assets</b>	<b>3,790.80</b>	<b>11.27</b>	<b>(0.30)</b>	<b>3,801.77</b>	<b>3,131.11</b>	<b>285.46</b>	<b>(0.30)</b>	<b>3,416.27</b>	<b>659.69</b>

Note: \* Building has been constructed by Company on Leased Land

(Rs. in Lakh)

Sr. No.	PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
		As At April 1, 2021	Additions	Deductions	As At March 31, 2022	As At April 1, 2021	For the year	Deductions	As At March 31, 2022	As At March 31, 2021
	<b>Tangible Assets</b>									
1	Advertisement structure	1,519.53	114.56	-	1,634.09	950.42	258.55	-	1,208.97	569.11
2	Data Processing Equipment	1,158.74	1.35	-	1,160.09	1,158.44	0.43	-	1,158.87	0.30
3	Office Equipment	277.94	-	-	277.94	273.85	3.10	-	276.95	4.09
4	Furniture & Fixtures	105.83	-	-	105.83	105.63	0.16	-	105.79	0.20
5	Vehicles	114.51	-	-	114.51	114.51	-	-	114.51	-
6	Building*	498.34	-	-	498.34	240.22	25.80	-	266.02	258.12
	<b>Total Tangible Assets</b>	<b>3,674.89</b>	<b>115.91</b>	<b>-</b>	<b>3,790.80</b>	<b>2,843.07</b>	<b>288.04</b>	<b>-</b>	<b>3,131.11</b>	<b>831.82</b>

Note: \* Building has been constructed by Company on Leased Land

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

	As at March 31, 2023	As at March 31, 2022
<b>4. OTHER INTANGIBLE ASSETS</b>		
Opening Cost	62,511.50	62,511.50
Addition	-	-
Deletion	-	-
Closing Cost	<b>62,511.50</b>	<b>62,511.50</b>
Opening accumulated amortization	29,043.91	25,142.34
Amortization during the period	3,835.57	3,901.57
Deletion	-	-
Closing accumulated amortization	<b>32,879.48</b>	<b>29,043.91</b>
<b>Closing net carrying amount</b>	<b>29,632.02</b>	<b>33,467.59</b>
<b>5. INVESTMENTS</b>		
<b>Non Current investments (carried at cost)</b>		
Investments in Subsidiary Company- ITNL Toll Management Service Limited 25,500 (Previous year 25,500) Equity Shares of Face Value of Rs 10 each	2.55	2.55
	<b>2.55</b>	<b>2.55</b>
<b>6. OTHER FINANCIAL ASSETS</b>		
<b>Non Current</b>		
Security Deposits	33.41	33.41
	<b>33.41</b>	<b>33.41</b>
<b>7. OTHER CURRENT ASSETS</b>		
<b>Other Current Assets (Considered Good)</b>		
Prepaid Expenses	22.17	51.05
Gratuity Assets	14.26	11.43
Interest Income accrued but not due *	87.08	42.10
Others	14.38	51.86
	<b>137.89</b>	<b>156.44</b>
*(Includes Rs. 18.79 lakhs perivous year Rs. 18.79 lakhs receivable from subsidiary)		
<b>8. INVENTORIES</b>		
Electronic Cards and 'On Board Units'	6.88	6.88
Others	74.19	74.19
Less: Provision for Diminution in Value of Inventory	(81.07)	(64.86)
	<b>-</b>	<b>16.21</b>
<b>9. TRADE RECEIVABLES</b>		
Unsecured, considered good	120.46	834.10
Less: Provision for Doubtful Debts	(23.92)	(16.00)
	<b>96.54</b>	<b>818.10</b>

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

### Trade Receivable Ageing Schedule as at March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	more than 3 years	
1 Undisputed Trade Receivable - considered goods	88.52	7.71	0.31	-	-	96.54
2 Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
3 Undisputed Trade Receivable - credit impaired	-	-	-	-	-	-
4 Disputed Trade Receivable - considered goods	-	-	-	-	-	-
5 Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
6 Disputed Trade Receivable - credit impaired	-	-	-	-	-	-
	<b>88.52</b>	<b>7.71</b>	<b>0.31</b>	-	-	<b>96.54</b>

### Trade Receivable Ageing Schedule as at March 31 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	more than 3 years	
1 Undisputed Trade Receivable - considered goods	818.10	-	-	-	-	818.10
2 Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
3 Undisputed Trade Receivable - credit impaired	-	-	-	-	-	-
4 Disputed Trade Receivable - considered goods	-	-	-	-	-	-
5 Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
6 Disputed Trade Receivable - credit impaired	-	-	-	-	-	-
	<b>818.10</b>	-	-	-	-	<b>818.10</b>

	As at March 31, 2023	As at March 31, 2022
<b>10. CASH AND CASH EQUIVALENTS</b>		
(i) Balances with Local banks		
- In Current Account	149.06	141.22
(ii) Cash on hand	0.20	0.14
	<b>149.26</b>	<b>141.36</b>

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

	As at March 31, 2023	As at March 31, 2022
<b>11. OTHER BANK BALANCES</b>		
- Unclaimed Dividend	56.20	89.57
- In Fixed Deposit Account	3,895.48	1,231.23
	<b>3,951.68</b>	<b>1,320.80</b>
<b>12. INCOME TAX ASSETS</b>		
Advance Payment against Taxes	2,355.00	2,355.00
	<b>2,355.00</b>	<b>2,355.00</b>
<b>13 CURRENT TAX ASSETS</b>		
Advance Payment against Taxes	1,330.17	1,250.81
	<b>1,330.17</b>	<b>1,250.81</b>
<b>14. EQUITY SHARE CAPITAL</b>		
<b>Authorised</b>		
200,000,000 (PY 200,000,000) Equity Shares of Re. 10/- each	20,000.00	20,000.00
	<b>20,000.00</b>	<b>20,000.00</b>
<b>Issued, Subscribed &amp; Paid-Up</b>		
186,195,002 (PY 186,195,002) Equity Shares of Re. 10/- each	18,619.50	18,619.50
	<b>18,619.50</b>	<b>18,619.50</b>

### NOTES:

#### (i) Details of the shareholders holding more than 5% shares of the Company

	As at March 31, 2023		As at March 31, 2022	
	Number in Lakhs	%	Number in Lakhs	%
IL&FS Transportation Networks Limited - Promoters (Subsidiary of IL&FS)	490.95	26.37%	490.95	26.37%
Noida Authority	100.00	5.37%	100.00	5.37%

#### (ii) Reconciliation of the share outstanding at beginning and at end of the year

	As at March 31, 2023		As at March 31, 2022	
	Number in Lakhs	Rs in Lakh	Number in Lakhs	Rs in Lakh
Shares outstanding at the beginning of the year	1,861.95	18,619.50	1,861.95	18,619.50
Shares Issued during the year ended	-	-	-	-
Shares outstanding	<b>1,861.95</b>	<b>18,619.50</b>	<b>1,861.95</b>	<b>18,619.50</b>

(iii) The company has only one class of ordinary equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. Each holder of these ordinary share is entitled to receive dividends as and when declared by the company.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

	As at March 31, 2023	As at March 31, 2022
<b>15. OTHER EQUITY</b>		
(i) <b>Securities Premium</b>	<b>14,462.81</b>	<b>14,462.81</b>
(ii) <b>General Reserve</b>	<b>1,088.29</b>	<b>1,088.29</b>
(iii) <b>Profit &amp; Loss Account</b>		
Opening Balance	(7,001.50)	(2,854.91)
Add : Profit / (Loss) for the year	(3,527.51)	(4,146.59)
	<b>(10,529.01)</b>	<b>(7,001.50)</b>
(iv) <b>Other Comprehensive Income</b>		
Opening Balance	(20.12)	(18.24)
Add : Addition during the year	1.16	(1.88)
	<b>(18.96)</b>	<b>(20.12)</b>
	<b>5,003.13</b>	<b>8,529.48</b>
<b>16. BORROWINGS</b>		
<b>Current Borrowings- At Amortised Cost</b>		
(a) Current maturities of long term secured debt (refer note 33 (iii))	4,740.55	4,740.55
(b) Unsecured short term loan from related party (refer note 31 (iii))	1,930.26	1,930.26
	<b>6,670.81</b>	<b>6,670.81</b>

1. Term loans are secured by a charge on:

- (a) a first ranking mortgage and charge on all the Borrower's immovable properties, both present and future;
- (b) a first charge on all the Borrower's movable fixed assets, including moveable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, both present and future;
- (c) a first charge, by way of hypothecation, on all the current assets of the Borrower, both present and future;
- (d) a first charge on the future receivables as a Concessionaire in case of partial or total cancellation of Concession Agreement or re-negotiation under a tri-partite agreement; and
- (e) Security Interest/ assignment over (i) all the rights, title, interest, benefits, claims and demands whatsoever of the Borrower under the Concession Agreement, except to the extent not permitted by the Government Authority or under Applicable Laws; and (ii) and other intangible assets of the Borrower.
- (f) a first charge on all rights, titles, interests, benefits, claims and demands whatsoever of the Borrower, over the current bank account wherein all amounts, revenues, receipts and other receivables, owing to, received and/ or receivable by the Borrower as a Concessionaire under the Concession Agreement are deposited / shall be deposited

2. The term loan from Bank is re-payable in 24 equal quarterly installments starting from December 2016.

	As at March 31, 2023	As at March 31, 2022
<b>17. OTHER FINANCIAL LIABILITY</b>		
(i) <b>Non Current</b>		
Interest free deposits from customers	1,864.16	686.19
	<b>1,864.16</b>	<b>686.19</b>
(ii) <b>Current</b>		
(a) Interest free deposits from customers	63.18	63.18
(b) Unclaimed Dividend	56.20	89.57
(c) Other Payables	153.57	161.07
	<b>272.95</b>	<b>313.82</b>

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

	As at March 31, 2023	As at March 31, 2022
<b>18. PROVISIONS</b>		
<b>(i) Non Current</b>		
(a) Provision for Employee Benefits	8.79	8.42
	<b>8.79</b>	<b>8.42</b>
<b>(ii) Current</b>		
(a) Provision for Employee Benefits	67.68	68.84
(b) Provision for Overlay	3,851.70	3,588.76
(c) Provision for Litigation	201.26	201.26
	<b>4,120.64</b>	<b>3,858.86</b>

### Provision for Overlay

The Company has a contractual obligation to maintain, replace or restore infrastructure, except for any enhancement element. Cost of such obligation is measured at the best estimate of the expenditure required to settle the obligation at the balance sheet date and recognised over the period at the end of which the overlay is estimated to be carried out.

	As at March 31, 2023		As at March 31, 2022	
	Rs. Current	Rs. Non-Current	Rs. Current	Rs. Non-Current
Opening Balance	3,588.76	-	3,342.56	-
Accretion/adj during the year	262.94	-	246.20	-
Utilised during the year	-	-	-	-
<b>Closing Balance</b>	<b>3,851.70</b>	<b>-</b>	<b>3,588.76</b>	<b>-</b>

	As at March 31, 2023	As at March 31, 2022
<b>19. DEFERRED TAX LIABILITIES</b>		
<b>Deferred Tax Liability:</b>		
Difference between book depreciation and income tax depreciation	4,088.61	5,070.51
<b>Deferred Tax Assets:</b>		
MAT Credit	4,086.17	5,068.17
Disallowance u/s 43B of Income Tax Act	2.44	2.34
<b>Net Deferred Tax Liability</b>	<b>0.00</b>	<b>0.00</b>
<b>20. TRADE PAYABLES</b>		
a) Micro, Small and Medium Enterprises	-	-
b) Others	150.57	174.33
	<b>150.57</b>	<b>174.33</b>

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

### Disclosure as per the Micro, Small and Medium Enterprises Development (MSMED) Act 2006

Particulars	As at March 31, 2023	As at March 31, 2022
The principal amount remaining unpaid to any supplier	-	-
Interest Due thereon	-	-
Interest paid in term of section 16 of the Micro Small and Medium Enterprises Development Act	-	-
Interest due and payable for the period of delay making payment other than the interest specified	-	-
Interest accrued and remaining unpaid	-	-
Further interest remaining due and payable even in the succeeding year for the purpose of disallowance of a deductible under section 23 of the Micro. Small and Medium Enterprise Development Act 2006	-	-

Due to Micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditors.

### Trade Payable Ageing Schedule as at March 31, 2023

Particulars	Outstanding for following periods from the date of transactions				Total
	Less Than 1 year	1-2 years	2-3 years**	More than 3 years**	
a) Total outstanding dues of MSME creditors	-	-	-	-	-
b) Total outstanding dues of creditors other than MSME's	0.43	1.46	-	148.68	150.57
c) Disputed dues MSME	-	-	-	-	-
d) Disputed dues Others	-	-	-	-	-
<b>Total</b>	<b>0.43</b>	<b>1.46</b>	<b>-</b>	<b>148.68</b>	<b>150.57</b>

\*\*Pursuant to the proceedings filed by Union of India under Section 241 and Section 242, the NCLT Mumbai Bench vide an order dated October 01, 2018 reconstituted the Board of IL&FS with the person nominated by Union of India. Pending the resolution process by the newly constituted Board of the Company, the payments prior to 15/10/2018 is pending processing/adjustment if any.

### Trade Payable Ageing Schedule as at March 31, 2022

Particulars	Outstanding for following periods from the date of transactions				Total
	Less Than 1 year	1-2 years	2-3 years**	More than 3 years**	
a) Total outstanding dues of MSME creditors	-	-	-	-	-
b) Total outstanding dues of creditors other than MSME's	14.54	-	-	159.79	174.33
c) Disputed dues MSME	-	-	-	-	-
d) Disputed dues Others	-	-	-	-	-
<b>Total</b>	<b>14.54</b>	<b>-</b>	<b>-</b>	<b>159.79</b>	<b>174.33</b>

\*\*Pursuant to the proceedings filed by Union of India under Section 241 and Section 242, the NCLT Mumbai Bench vide an order dated October 01, 2018 reconstituted the Board of IL&FS with the person nominated by Union of India. Pending the resolution process by the newly constituted Board of the Company, the payments prior to 15/10/2018 is pending processing/adjustment if any.

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

	As at March 31, 2023	As at March 31, 2022
<b>21. (i) OTHER NON-CURRENT LIABILITIES</b>		
Income received in advance	50.37	-
	<b>50.37</b>	<b>-</b>
<b>(ii) Other Current Liabilities</b>		
(a) Income received in advance	602.15	466.00
(b) Other Payables	825.95	911.04
	<b>1,428.10</b>	<b>1,377.04</b>
	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
<b>22. REVENUE FROM OPERATIONS</b>		
(a) Space for Advertisement	2,053.98	1,237.65
(b) Office Space	25.82	55.14
(c) Other License Fee	292.63	320.89
	<b>2,372.43</b>	<b>1,613.68</b>
<b>23. OTHER INCOME</b>		
(a) Interest Income	296.64	61.94
(b) Excess provision written back	-	0.04
(c) Other non-operating income	12.76	46.93
	<b>309.40</b>	<b>108.91</b>
<b>24. OPERATING EXPENSES</b>		
Fees paid to O&M Contractor	240.00	240.00
License Fee	898.07	521.83
Power and fuel / Electricity Expenses- Road, Bridges & Others	96.58	80.76
Repairs to Buildings/ Repair & Maintenance- DND	23.14	8.51
Consumption of Cards/ Stores & Spares include provision for diminution in value of Inventory	16.22	16.21
Overlay Expenses	262.94	246.20
	<b>1,536.95</b>	<b>1,113.51</b>
<b>25. EMPLOYEE BENEFIT EXPENSE</b>		
Salaries and Wages	77.27	73.74
Contribution to Provident and other Funds	7.90	7.31
Staff Welfare Expenses	2.65	2.05
	<b>87.82</b>	<b>83.10</b>
<b>26. FINANCE COSTS</b>		
Other Finance Charges-Bank Charges	2.33	2.57
	<b>2.33</b>	<b>2.57</b>

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

	Year ended March 31, 2023	Year ended March 31, 2022
<b>27. OTHER EXPENSES</b>		
Repairs to Machinery/ Repair & Maintenance- Others	79.44	18.00
Insurance	87.95	102.41
Rates and Taxes	15.46	14.84
Legal & Professional Charges (Refer Note 1)	228.30	293.62
Agency Fees	6.40	6.33
Travelling and Conveyance	8.73	8.40
Advertisement and Business Promotion Expenses	9.57	3.66
Telephone, Fax and Postage	1.71	1.72
Directors Sitting Fees & Commission	10.80	6.15
Corporate Social Responsibility (Refer Note 2)	-	-
Printing and Stationery	3.65	2.11
Provision for Doubtful Debts	7.92	-
Other Expenses	1.28	23.15
	<b>461.21</b>	<b>480.39</b>
<b>Note 1. Legal and Professional charges include remuneration paid to Auditors:</b>		
As an Auditor	4.63	2.75
Other Services	-	0.10
Reimbursement of out of pocket expenses	-	-
	<b>4.63</b>	<b>2.85</b>
<b>Note 2. Corporate Social Responsibility</b>		
In line with the provisions of section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, the prescribed CSR expenditure for the year was Nil (Previous Year Nil)		
<b>28. TAX EXPENSE</b>		
Current Tax	-	-
Deferred Tax	-	-
	-	-

### 29 EARNING PER SHARE

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
A Number of equity shares of Rs. 10 each fully paid up at the beginning of the year (in lakhs)	1,861.95	1,861.95
B Number of equity shares of Rs. 10 each fully paid up at the end of the year (in lakhs)	1,861.95	1,861.95
C Weighted average number of equity shares outstanding during the year (in lakhs)	1,861.95	1,861.95
D Net profit / (loss) for the year (Rs. in lakh.)	(3,527.51)	(4,146.59)
E Basic / Diluted Earning per Share (Rs.)	<b>(1.89)</b>	<b>(2.23)</b>
F Nominal value of Equity Share (Rs.)	10.00	10.00

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

- 30** Taking cognizance of the financial crisis in Infrastructure Leasing & Financial Services Limited (“IL&FS”), the Union of India made an application to the National Company Law Tribunal (“NCLT”) and the National Company Law Tribunal, Mumbai Bench, by way of an Order dated October 1, 2018, suspended the erstwhile Board of Directors of IL&FS and re-constituted the same with persons proposed by the Union of India (such reconstituted Board, referred to as the “New Board”).

The National Company Law Appellate Tribunal, New Delhi (the “NCLAT”) has passed an Order of moratorium on October 15, 2018, in respect of actions (as set out therein) that cannot be taken against IL&FS and its group companies including Noida Toll Bridge Company Limited (“NTBCL”), which includes, amongst others, institution or continuation of suits or any other proceedings by any party or person or bank or company, etc. against ‘IL&FS’ and its group companies in any Court of Law/Tribunal/Arbitration Panel or Arbitration Authority and any action by any party or person or bank or company, etc. to foreclose, recover or enforce any security interest created in the assets of ‘IL&FS’ and its group companies.

Based on the NCLAT Order dated February 4, 2019, IL&FS Limited has segregated the Group Entities into Green/Amber/Red Category. The Company has been classified as ‘Red’ category entity (i.e. an entity which cannot meet its payment obligations even towards its senior secured financial creditors) based on 12 months cash flow.

The interim order of moratorium passed by the NCLAT on October 15, 2018, enables value preservation of the group’s assets and will also assist the government nominated board of directors of IL&FS (“New Board”) in its effort to evaluate and prepare a resolution plan keeping in mind the various stakeholders. The NCLAT vide judgment and Order dated March 12, 2020 (“March 2020 Judgment”) has upheld the Interim Order thereby continuing the moratorium protection for IL&FS & its group companies.

Further, the re-opening of the books of accounts, investigations by Serious Fraud Investigation Office (“SFIO”) and other regulatory agencies and forensic examination by Grant Thornton India LLP is under process for certain group entities, however the same does not have any impact on the financial statements/operations of the Company.

### 31 BORROWINGS

- (i) In terms of an affidavit filed by the Ministry of Corporate Affairs with the Hon’ble National Company Law Appellate Tribunal (NCLAT) on May 21, 2019, the cut-off date of October 15, 2018 (“Cut-off date”) was proposed. The Hon’ble NCLAT vide its Order dated March 12, 2020, has approved the revised Resolution Framework submitted by the New Board along with its amendments. In the said Order, Hon’ble NCLAT has also approved October 15, 2018 as the Cut Off date for initiation of resolution process for IL&FS and its group companies, including the Company. Accordingly, the Company has not accrued any interest on all its loans and borrowings with effect from October 15, 2018 (“Cut-off date”).
- (ii) The Company has not made payment of monthly interest and quarterly repayment with regard to the Secured Term Loan (“Facility”) from ICICI Bank Limited for the period May, 2018 to March 31, 2023. The Company has received several notices from ICICI Bank, including the notice dated September 27, 2018 for loan recall and notice of acceleration of the facility. The total outstanding amount upto March 31, 2023 is Rs 47.40 crores i.e Rs 45 crores on account of principal and Rs 2.40 crores on account of interest accrued upto October 15, 2018 (“Cut-off date”) (Previous Year outstanding is Rs.47.40 crores i.e Rs 45 crores on account of principal and Rs 2.40 crores on account of interest accrued upto October 15, 2018, “Cut-off date”).
- (iii) The total unsecured short term loan from IL&FS Transportation Networks Limited as on March 31, 2023 stood at Rs.19.30 crores including interest of Rs 1.50 crores. The Company has provided the said interest upto October 15, 2018 (Cut-Off date”) (Previous Year outstanding is Rs.19.30 crores including Rs 1.50 crores on account of interest accrued upto October 15, 2018, “Cut-off date”).

### 32 CONTINGENT LIABILITIES AND COMMITMENTS

	As at March 31, 2023	As at March 31, 2022
(i) Estimated amount of contracts remaining to be executed on capital account in current year net of advance is NIL (Previous Year Nil)	Nil	Nil
(ii) Based on an environment and social assessment, compensation for rehabilitation and resettlement of project-affected persons has been estimated and considered as part of the project cost and provided for based on estimates made by the Company.		
(iii) On September 20, 2021, the Company has received the assessment order from Income Tax Department u/s 143(3) r.w.s. 144B of the Income Tax Act, 1961 for the Assessment Year 2018-19 wherein a demand of Rs.46.23 crores has been raised, primarily on account of Valuation of Land, Land being treated as revenue subsidy.		

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

The Company on September 30, 2021, requested the Assessing Officer of Income Tax to keep the penalty proceedings in abeyance and has filed an appeal on October 19, 2021, with the Commissioner of Income Tax (Appeals), National Faceless Appeal Centre (NFAC), against the aforesaid assessment order.

During December 2019 the Company has received the assessment order from Income Tax Department u/s 143(3) of the Income Tax Act, 1961, for the Assessment Year 2016-17 and 2017-18, wherein a demand of Rs.357 crores and Rs 383.48 crores respectively has been raised, based on the historical dispute with the Tax Department, which is primarily on account of addition of arrears of designated returns to be recovered in future, valuation of land and other recoveries. The Company has filed an appeal with the first level Appellate Authority. With the transition to Faceless Appeals, as introduced vide Faceless Appeal Scheme, 2020, both the appeals have been transferred to the NFAC.

The Company has also received a Show Cause Notice, dated May 15, 2021, u/s 270A from the NFAC for the AY 2016-17 and AY 2017-18. However, the Company has requested that the penalty proceedings be kept in abeyance as the appeals on merits are currently pending before the Commissioner of Income Tax (Appeals).

The Income Tax Department has, in earlier years, raised a demand of Rs.1,340.03 crores, which was primarily on account of addition of arrears of designated returns to be recovered in future from toll and revenue subsidy on account of allotment of land. Pursuant upon the receipt of order from CIT(A) on April 25, 2018, the Company has received the notice of demand from the Assessing Officer, Income Tax Department, New Delhi in respect of Assessment Year's 2006-07 to 2014-15 giving effect to the said order from CIT (A), whereby an additional tax demand of Rs.10,893.30 crores was raised. The enhancement of the demand was primarily on account of valuation of land. The Company has filed an appeal along with the stay application with Income Tax Appellate Tribunal (ITAT). The matter was heard by ITAT on December 19, 2018, January 2, 2019 and February 6, 2019 and based on NCLAT order dated October 15, 2018, ITAT adjourned the matter sine die with directions to maintain status quo.

Further, in November 2018, the CIT (A), Noida, passed a penalty order for Assessment Year's 2006-07 to 2014-15, based on which the Assessing Officer Delhi, imposed a penalty amounting to Rs.10,893.30 crores in December 2018. The Company filed an appeal along with a stay application with the Income Tax Appellate Tribunal (ITAT). The matter was heard by the ITAT on March 29, 2019 and May 3, 2019. ITAT has adjourned the matter sine die, with directions to maintain status quo.

On April 21, 2022, the Company filed an application for early hearing before Hon'ble ITAT and subsequently the matter was heard by ITAT on May 6, 2022. The appeals on merits along with the stay application were posted for hearing on July 21, 2022 and October 20, 2022, however the matter couldn't be taken up since the Special counsel appointed by the Department sought the adjournment and therefore got posted to January 25, 2023.

On January 25, 2023 and then on March 15, 2023, the same Learned members of the Hon'ble ITAT were presiding for two different benches, hence due to the paucity of time the matter could not be taken up. Since the appeals are covered by the stay, accordingly at the request of Company's Counsel the Hon'ble ITAT directed the department for no coercive action till the next date of hearing i.e June 5, 2023.

- (iv) In terms of the License Agreement dated August 23, 2018 and November 1, 2018 and addendum thereto dated July 1, 2019, entered into with the erstwhile Licensee, the Company has terminated the said Contract as per the provisions thereof. The erstwhile Licensee has initiated an Arbitration proceeding against the Company. The matter with regard thereto has been heard by the Learned Arbitrator on December 6, 2022, December 9, 2022, December 15, 2022, January 21, 2023, February 1, 2023, February 13, 2023, March 3, 2023, March 11, 2023 and May 4, 2023 and has now been posted for hearing on July 7, 2023. The Company also challenged the order of the Arbitrator dated March 3, 2023, requiring the company to submit a fixed deposit of Rs 5 crores with the Arbitrator till the final disposal of the matter, in the Hon'ble HC of Delhi and has been able to obtain a stay on the said order of the Arbitrator.

### 33 LITIGATION

- (i) The Hon'ble High Court of Allahabad has, vide its Judgement dated October 26, 2016, on a Public Interest Litigation filed in 2012 (challenging the validity of the Concession Agreement and seeking the Concession Agreement to be quashed) directed the Company to stop collecting the user fee, holding the two specific provisions relating to levy and collection of fee to be inoperative, but refused to quash the Concession Agreement. Consequently, collection of user fee from the users of the NOIDA bridge has been suspended from October 26, 2016 and against which the Company has filed a Special Leave Petition (SLP) before the Hon'ble Supreme Court of India seeking an interim stay on the said Judgment.

On November 11, 2016, the Hon'ble Supreme Court issued an Interim Order denying the interim stay and sought assistance of the CAG to verify whether the 'Total Cost' of the Project in terms of the Concession Agreement has been recovered or not by the Company. CAG has submitted its report to the Hon'ble Supreme Court and the bench has directed on September 14, 2018, that the report submitted by the CAG be kept in a sealed cover.

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

The Special Leave Petition (SLP) is still pending for final adjudication in the Hon'ble Supreme Court. The Company has also notified NOIDA that the Judgement of the Hon'ble Allahabad High Court, read with the Interim Order of the Hon'ble Supreme Court of India constitutes a 'change in law' under the Concession Agreement and submitted a detailed proposal for modification of the Concession Agreement, so as to place the Company in substantially the same legal, commercial and economic position as it was prior to the said change in law. Since NOIDA did not act on the proposal, the Company had sent a notice of arbitration to NOIDA.

The Arbitral Tribunal has been constituted and both the Company and NOIDA have submitted their claims and counter claims. Further, NOIDA had filed an application under Section 16 of the Arbitration and Conciliation Act, 1961 on the maintainability of the arbitration proceedings, which was rejected by the Arbitral Tribunal vide order dated August 10, 2018.

NOIDA had filed an application in the Delhi High Court, under Section 34 of the Arbitration and Conciliation Act, 1961, challenging the Arbitral Tribunal Order dated August 10, 2018, which has been disposed off by the Delhi High Court on January 31, 2019, without any relief to NOIDA.

NOIDA has also filed an application for directions before the Hon'ble Supreme Court seeking a stay on arbitral proceedings. On April 12, 2019 the Hon'ble Supreme Court directed a stay on Arbitral proceedings.

On January 31, 2020, the Company filed an application for vacation of interim stay granted vide order dated April 12, 2019. In view of the outbreak of COVID-19, the functioning of the Supreme Court was limited to urgent matters only. Pursuant to the filling of letter of urgency the matter was heard by the Hon'ble Supreme Court on September 21, 2020, October 5, 2020, November 18, 2020, January 20, 2021, March 16, 2021, April 15, 2021, July 26, 2021, August 10, 2021, September 8, 2021 and subsequently posted for October 26, 2021.

Meanwhile, the Company on October 4, 2021 received a final Notice of demand dated September 30, 2021, from NOIDA, wherein NOIDA raised an alleged demand of Rs 26.05 crores payable by the Company within three days of receipt thereof, failing which NOIDA threatened to remove all advertisement display on the NOIDA side of the DND Flyway. On receipt of the said Notice, the Company filed an interim application on October 4, 2021, before the Hon'ble Supreme Court. Based on the Letter of Urgency/ Mentioning filed by the Company, the matter was listed for hearing on October 26, 2021. In spite of the Company informing all the developments at the Hon'ble Supreme Court to NOIDA, the NOIDA authorities unlawfully removed all the advertisement display from NOIDA side of DND Flyway on October 14, 2021.

Further, on October 26, 2021 the matter was not taken up for hearing by Hon'ble Supreme Court due to paucity of time. The Company once again physically mentioned the Urgency before the Hon'ble Supreme Court on October 28, 2021 and the matter was listed for hearing on November 9, 2021 and subsequently was posted for hearing on December 1, 2021 and December 7, 2021. Subsequently, on December 9, 2021, the matter was mentioned and was heard by the Hon'ble Supreme Court on December 15, 2021, January 6, 2022 and January 10, 2022. On January 19, 2022, the Hon'ble Supreme Court disposed the interim application filed on October 4, 2021, with the direction that the Company may be permitted to put up outdoor advertisement on payment of Rs 125 per square feet per month, in advance, subject to the outcome of the SLP of 2016 filed by the Company.

The SLP had been posted for final disposal on March 29, 2022 and thereafter has been posted on May 10, 2022, August 23, 2022, October 18, 2022, November 2, 2022 and January 10, 2023, but could not be taken up due to paucity of time on all occasions.

Based on a legal opinion and basis the provisions of the Concession Agreement (relating to compensation and other recourses), the Company is of the view that the underlying values of the intangible and other assets are not impaired.

The Company continues to fulfil its obligations as per the Concession Agreement, including maintenance of Project Assets. Accordingly, provision for major maintenance has been carried at Rs.3,851.70 Lakhs as on March 31, 2023 (As on March 31, 2022 Rs.3,588.76 Lakhs).

- (ii) On September 20, 2021, the Company has received the assessment order from Income Tax Department u/s 143(3) r.w.s. 144B of the Income Tax Act, 1961 for the Assessment Year 2018-19 wherein a demand of Rs.46.23 crores has been raised, primarily on account of Valuation of Land, Land being treated as revenue subsidy.

The Company on September 30, 2021, requested the Assessing Officer of Income Tax to keep the penalty proceedings in abeyance and has filed an appeal on October 19, 2021, with the Commissioner of Income Tax (Appeals), National Faceless Appeal Centre (NFAC), against the aforesaid assessment order.

During December 2019 the Company has received the assessment order from Income Tax Department u/s 143(3) of the Income Tax Act, 1961, for the Assessment Year 2016-17 and 2017-18, wherein a demand of Rs.357 crores and Rs 383.48 crores respectively has been raised, based on the historical dispute with the Tax Department, which is primarily on account of addition of arrears of designated returns to be recovered in future, valuation of land and other

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

recoveries. The Company has filed an appeal with the first level Appellate Authority. With the transition to Faceless Appeals, as introduced vide Faceless Appeal Scheme, 2020, both the appeals have been transferred to the NFAC.

The Company has also received a Show Cause Notice, dated May 15, 2021, u/s 270A from the NFAC for the AY 2016-17 and AY 2017-18. However, the Company has requested that the penalty proceedings be kept in abeyance as the appeals on merits are currently pending before the Commissioner of Income Tax (Appeals).

The Income Tax Department has, in earlier years, raised a demand of Rs.1,340.03 crores, which was primarily on account of addition of arrears of designated returns to be recovered in future from toll and revenue subsidy on account of allotment of land. Pursuant upon the receipt of order from CIT(A) on April 25, 2018, the Company has received the notice of demand from the Assessing Officer, Income Tax Department, New Delhi in respect of Assessment Year's 2006-07 to 2014-15 giving effect to the said order from CIT (A), whereby an additional tax demand of Rs.10,893.30 crores was raised. The enhancement of the demand was primarily on account of valuation of land. The Company has filed an appeal along with the stay application with Income Tax Appellate Tribunal (ITAT). The matter was heard by ITAT on December 19, 2018, January 2, 2019 and February 6, 2019 and based on NCLAT order dated October 15, 2018, ITAT adjourned the matter sine die with directions to maintain status quo.

Further, in November 2018, the CIT (A), Noida, passed a penalty order for Assessment Year's 2006-07 to 2014-15, based on which the Assessing Officer Delhi, imposed a penalty amounting to Rs.10,893.30 crores in December 2018. The Company filed an appeal along with a stay application with the Income Tax Appellate Tribunal (ITAT). The matter was heard by the ITAT on March 29, 2019 and May 3, 2019. ITAT has adjourned the matter sine die, with directions to maintain status quo.

On April 21, 2022, the Company filed an application for early hearing before Hon'ble ITAT and subsequently the matter was heard by ITAT on May 6, 2022. The appeals on merits along with the stay application were posted for hearing on July 21, 2022 and October 20, 2022, however the matter couldn't be taken up since the Special counsel appointed by the Department sought the adjournment and the matter was listed for hearing on January 25, 2023.

On January 25, 2023 and March 15, 2023, the same Learned members of the Hon'ble ITAT were presiding for two different benches and due to the paucity of time the matter could not be taken up. Since the appeals are covered by the stay, accordingly at the request of the Company's Counsel, the Hon'ble ITAT directed the department for no coercive action till the next date of hearing i.e June 5, 2023.

- (iii) In terms of an affidavit filed by the Ministry of Corporate Affairs with the Hon'ble National Company Law Appellate Tribunal (NCLAT) on May 21, 2019, the cut-off date of October 15, 2018 ("Cut-off date") was proposed. The Hon'ble NCLAT vide its Order dated March 12, 2020, has approved the revised Resolution Framework submitted by the New Board along with its amendments. In the said Order, Hon'ble NCLAT has also approved October 15, 2018 as the Cut Off date for initiation of resolution process for IL&FS and its group companies, including the Company. Accordingly, the Company has not accrued any interest on all its loans and borrowings with effect from October 15, 2018 ("Cut-off date").

The Company has not made payment of monthly interest and quarterly repayment with regard to the Secured Term Loan ("Facility") from ICICI Bank Limited for the period May, 2018 to March 31, 2023. The Company has received several notices from ICICI Bank, including the notice dated September 27, 2018 for loan recall and notice of acceleration of the facility. The total outstanding amount upto March 31, 2023 is Rs 47.40 crores i.e Rs 45 crores on account of principal and Rs 2.40 crores on account of interest accrued upto October 15, 2018 ("Cut-off date") (Previous Year outstanding is Rs.47.40 crores i.e Rs 45 crores on account of principal and Rs 2.40 crores on account of interest accrued upto October 15, 2018, "Cut-off date")

The total unsecured short term loan from IL&FS Transportation Networks Limited as on March 31, 2023 stood at Rs.19.30 crores including interest of Rs 1.50 crores. The Company has provided the said interest upto October 15, 2018 (Cut-Off date") (Previous Year outstanding is Rs.19.30 crores including Rs 1.50 crores on account of interest accrued upto October 15, 2018, "Cut-off date").

- (iv) The company has acquired the land on Delhi side for the construction of Bridge from the Government of Delhi and DDA and the amount provided has been considered as a part of the project cost. However pending final settlement of the dues, the company had estimated the cost at Rs.2.93 crores and provided the same as a part of the project cost. A sum of Rs.0.92 crores has so far been paid against the demand out of the aforesaid provision. The actual settlement may result in probable obligation to the extent of Rs.2.01 crores based on management estimates.
- (v) The Company on October 4, 2021 received a final Notice of demand dated September 30, 2021, from NOIDA, wherein NOIDA raised an alleged demand of Rs 26.05 crores payable by the Company within three days of receipt thereof, failing which NOIDA threatened to remove all advertisement display on the NOIDA side of the DND Flyway. On receipt of the said Notice, the Company filed an interim application on October 4, 2021, before the Hon'ble Supreme Court.

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

Based on the Letter of Urgency/ Mentioning filed by the Company, the matter was listed for hearing on October 26, 2021. In spite of the Company informing all the developments at the Hon'ble Supreme Court to NOIDA, the NOIDA authorities unlawfully removed all the advertisement display from NOIDA side of DND Flyway on October 14, 2021.

On October 26, 2021 the matter was not taken up for hearing by Hon'ble Supreme Court due to paucity of time. The Company once again physically mentioned the Urgency before the Hon'ble Supreme Court on October 28, 2021 and the matter was listed for hearing on November 9, 2021 and subsequently was posted for hearing on December 1, 2021 and December 7, 2021. Subsequently, on December 9, 2021, the matter was mentioned and was heard by the Hon'ble Supreme Court on December 15, 2021, January 6, 2021, January 6, 2022 and January 10, 2022. On January 19, 2022, the Hon'ble Supreme Court disposed the interim application filed on October 4, 2021, with the direction that the Company may be permitted to put up outdoor advertisement on payment of Rs 125 per square feet per month, in advance, subject to the outcome of the SLP of 2016 filed by the Company.

During September 2018, NOIDA had served a writ of demand for an amount of Rs 3.69 crores, in relation to revenue from advertising on the NOIDA side of the DND Flyway and an additional demand (during December 2018 and April 2019) aggregating Rs 4.76 crores towards arrears of licence fee. The Company had requested NOIDA to keep both the demands in abeyance since the matter had been referred to Arbitration by NOIDA and further no action could be taken against the Company due to the moratorium granted in view of the NCLAT order dated October 15, 2018.

- (vi) In terms of the License Agreement dated August 23, 2018 and addendums thereto dated November 1, 2018 and July 1, 2019, entered into with the erstwhile Licensee, the Company has terminated the said Contract as per the provisions thereof. Simultaneously tender has been floated for selection of Licensee for display of advertisement on DND Flyway. The erstwhile Licensee has initiated an Arbitration against the Company. The matter was heard by the Learned Arbitrator on December 6, 2022, December 9, 2022, December 15, 2022, January 21, 2023, February 1, 2023, February 13, 2023, March 3, 2023, March 11, 2023 and May 4, 2023 and has now been posted for hearing on July 7, 2023. Company also challenged one of the orders of the Ld Arbitrator requiring the company to deposit Rs 5 crores with the Arbitrator and has got favourable order from the Hon'ble HC of Delhi.
- (vii) Certain other matters relating to project lands, erection of advertising structure, exemption to armed forces personnel from paying toll etc. are under litigation. However based on the legal opinion, the Company believes that there is reasonable probability of success in the matters and that there will be no impact on the financial position of the Company.

**34** There are no amounts outstanding as payable to any enterprise covered under the Micro, Small and Medium Enterprises Development Act, 2006.

### **35 EMPLOYEES POST RETIREMENT BENEFITS:**

#### **(a) Defined Contribution Plans**

The Company has two defined contribution plans, namely provident fund and superannuation fund.

The Provident Fund is a defined contribution scheme whereby the Company deposits an amount determined as a fixed percentage of basic pay with the fund every month. The benefit vests upon commencement of employment.

The Superannuation (pension) plan for the Company is a defined contribution scheme where annual contribution as determined by the management (maximum limit being 15% of basic salary) is paid to a Superannuation Trust Fund established to provide pension benefits. Benefit vests on employee completing 5 years of service. The management has the authority to waive or reduce this vesting condition. The Trust Fund has taken a Scheme of Insurance, whereby these contributions are transferred to the insurer. These contributions will accumulate at the rate to be determined by the insurer as at the close of each financial year. At the time of exit of employee, accumulated contribution will be utilised to buy pension annuity from the insurance company.

A sum of Rs 2.85 Lakhs (on March 31, 2022, Rs.6.08 Lakhs) has been charged to the Statement of Profit & Loss in this respect

#### **(b) Defined Benefit Plans**

The Company has defined benefit plan, namely gratuity.

Gratuity is computed as 30 days of last drawn salary, for every completed year of service or part there of in excess of 6 months and is payable on retirement/termination/resignation. The benefit vests on the employee completing 3 years of service. The Gratuity plan for the Company is a defined benefit scheme where annual contributions as communicated by the insurer are deposited with a Gratuity Trust Fund established to provide gratuity benefits. The Trust Fund has taken a Scheme of Insurance, whereby these contributions are transferred to the insurer. The Company makes provision of such gratuity asset/ liability in the books of accounts on the basis of actuarial valuation.

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

The following table summarises the components of net expense recognised in the statement of profit and loss and amounts recognised in the balance sheet for gratuity.

	Year ended March 31, 2023	Year ended March 31, 2022
<b>Net Benefit Expenses</b>		
Current service cost	2.15	2.06
Net Interest cost	(0.82)	(0.98)
<b>Components of defined benefit costs recognised in statement of profit and loss</b>	<b>1.33</b>	<b>1.08</b>
<b>Remeasurement of the net defined benefit liability:</b>		
Return on plan assets (excluding amounts included in net interest expense)	0.43	(2.78)
Actuarial gains / (losses) arising from changes in financial assumptions	0.73	0.89
<b>Components of defined benefit costs recognised in other comprehensive income</b>	<b>1.16</b>	<b>(1.89)</b>

	Year ended March 31, 2023	Year ended March 31, 2022
<b>Gratuity Asset/ (Liability)</b>		
Present value of defined benefit obligation	38.69	34.78
Fair value of plan assets	52.95	46.21
<b>Gratuity Asset</b>	<b>14.26</b>	<b>11.43</b>

	Year ended March 31, 2023	Year ended March 31, 2022
<b>Changes in the present value of the defined benefit obligation:</b>		
Opening defined benefit obligation	34.78	31.47
Interest cost	2.49	2.14
Current service cost	2.15	2.06
Benefits Paid	-	-
Net actuarial (gain)/loss recognised	(0.73)	(0.89)
<b>Closing defined benefit obligation</b>	<b>38.69</b>	<b>34.78</b>

	Year ended March 31, 2023	Year ended March 31, 2022
<b>Changes in the fair value of plan assets:</b>		
Opening fair value of plan assets	46.21	45.87
Expected return on plan assets	3.74	0.34
Employer Contribution	3.00	-
<b>Closing fair value of plan assets</b>	<b>52.95</b>	<b>46.21</b>

### Sensitivity Analysis of the defined benefit obligation:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

- If the discount rate is .50% higher (lower), the defined benefit obligation would decrease by Rs.0.68 Lakh (increase by Rs.0.71 Lakh) (as at March 31, 2022: decrease by Rs.0.73 Lakh (increase by Rs.0.76 Lakh) .
- If the expected salary growth increases (decreases) by .50%, the defined benefit obligation would increase by Rs.0.71 Lakh (decrease by Rs.0.68 Lakh) (as at March 31, 2022: increase by Rs.0.77 Lakh (decrease by Rs.0.74 Lakh)) .

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

The plan asset consists of a scheme of insurance taken by the Trust, which is a qualifying insurance policy. Break down of individual investments that comprise the total plan assets is not supplied by the Insurer.

The principal assumptions used in determining post-employment benefit obligations for the Company's plans are shown below:

	Year ended March 31, 2023	Year ended March 31, 2022
Discount rate	7.37%	7.16%
Future salary increases	6.50%	6.50%
Rate of interest	6.50%	6.50%
Mortality table used	100% of IALM (2012-14)	100% of IALM (2012-14)

The estimates of future salary increases considered in the actuarial valuation take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market

Contributions expected to be made by the Company during the next annual reporting period is Rs.1.34 Lakh (for the year ended March 31, 2022 Rs.1.46 Lakh)

### 36 LIST OF RELATED PARTIES AND TRANSACTIONS / OUTSTANDING BALANCES:

#### (i) Company exercising significant influence over the Company:

Infrastructure Leasing & Financial Services Ltd  
IL&FS Transportation Network Limited

Transactions during the period	Year ended March 31, 2023	Year ended March 31, 2022
Expenditure on other services	-	-

Balance as at	Year ended March 31, 2023	Year ended March 31, 2022
Payable at the year end (on account of Expenditure on other services)	127.21	127.21
Unsecured Short Term Loan	1,780.43	1,780.43
Interest Accrued but not due	149.83	149.83
Equity holding	4,909.50	4,909.50

#### (ii) Enterprise which is controlled by the company

ITNL Toll Management Services Limited

Transactions during the period	Year ended March 31, 2023	Year ended March 31, 2022
O&M Fee	240.00	240.00

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

<b>Balance as at</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
Investment in Equity Shares	2.55	2.55
Receivable as at year end (on account of Expenditure on other services)	-	12.09
Interest accrued but not due	18.79	18.79

(iii) **Key Management Personnel**

**Non Executive Directors**

- Mr. Nandkishore (Since Oct 4, 2022)
- Mr. Chandra Shekhar Rajan (upto Oct 3, 2022)
- Mr Dilip Bhatia (Since December 4, 2018)
- Mr Manish Aggarwal (Since December 4, 2018)
- Mr. Kazim Raza Khan (Since July 24, 2020)
- Mr. Bijay Kumar Panda (upto July 26, 2021)
- Mr. Rakesh Chatterjee (Since December 18, 2020)
- Mr. Santanu Sen (Upto August 29, 2022)
- Mr. Dheeraj Kumar (Since August 30, 2022)

<b>Transactions during the year</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
Sitting Fee	10.80	6.15

(iv) **Associate entities of shareholders having significant influence**

- IL&FS Township & Urban Assets Limited
- Urban Mass Transit Company Limited

<b>Transactions during the year</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
Rent Income	2.30	2.29
Facility Management services	0.60	0.60

<b>Balance as at</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
Recoverable rentals	-	0.29

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

### 37. RATIOS ANALYSIS AND COMPONENT THEREOF

	Year ended March 31, 2023	Year ended March 31, 2022	Formula	% Variation	Reason for Variation
(i) Current Ratio	0.457	0.300	Current Assets/Current Liabilities	52%	The current ratio has increased on account of increase in investments in FD being 'other bank balance', during the year.
(ii) Debt Equity Ratio : #	0.282	0.246	Long term debt/ Shareholder's Fund	15%	
(iii) Debt Service Coverage Ratio*	N.A	N.A	(Profit before interest, Depreciation and Tax) / (Interest+Principal Repayment)	-	
(iv) Return on Equity Ratio	(0.139)	(0.142)	Net profit after tax/Average Shareholder's funds	2%	
(v) Inventory Turnover Ratio**	N.A	N.A	Cost of good sold/ Average Inventory		
(vi) Trade Receivable Turnover Ratio	5.188	1.704	Net Credit Sales/ Average Trade Receivable	204%	The ratio has increased on account of increased revenue from operations and cash realisation from debtors during the year
(vii) Trade Payable Turnover Ratio	12.200	4.549	Total Supplier Purchases / Average Trade Payable	168%	The ratio has increased on account of increase in expenditure as compared to previous year
(viii) Net Capital Turnover Ratio	0.093	0.058	Sales Revenue / Working Capital	60%	Ratio has increased primarily on account of increase in revenue from operations in the current year
(ix) Net Profit Ratio	(1.487)	(2.570)	Net profit / Net Sales	42%	Ratio has improved on account of increase in revenue from operations in the current year
(x) Return on Capital employed	(0.138)	(0.149)	Earning before Interest and taxes / Capital Employed	7%	
(xi) Return on investment	(0.149)	(0.153)	(Net Return on investment)/ Invested Capital	2%	

# Debt is defined as long-term, current maturity of long term, short term borrowings and interest accrued thereon

\* The Company has not made payment of monthly interest & quarterly repayment on account of Secured Term Loan ("Facility") and based on the ICICI Bank Limited recall notice dated September 27, 2018 the outstanding balance due has been grouped by the Company as Current Borrowings. Pursuant to the Order of Hon'ble NCLAT dated October 15, 2018 & March 12, 2020, the Company has not accrued any interest on its loan. Hence, Debt Service Coverage ratio is not applicable to Company.

\*\* The inventory pertains to the toll revenue & since the collection of the same has been suspended vis a vis the judgment dated October 26, 2016, of the Hon'ble High Court of Allahabad, there is Nil Cost of goods sold pertaining to toll revenue. Hence, inventory turnover ratio is not applicable to Company

### 38 FINANCIAL INSTRUMENTS

#### 38.1 Capital management

The company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the company consists of debt (borrowings as detailed in notes) and equity of the Company (comprising issued capital and reserves).

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

### 38.1.1 Gearing ratio

Particulars	As at March 31, 2023	As at March 31, 2022
Debt (i)	6,670.81	6,670.81
Cash and bank balances (Incl Bank Deposits)	4,044.74	1,372.59
<b>Net debt</b>	<b>2,626.07</b>	<b>5,298.22</b>
<b>Equity (ii)</b>	<b>23,622.63</b>	<b>27,148.98</b>
<b>Net debt to equity ratio</b>	<b>11.12%</b>	<b>19.52%</b>

(i) Debt is defined as long-term, current maturity of long term, short term borrowings and interest accrued thereon

(ii) Total equity is defined as equity share capital and reserves and surplus

### 38.2 Categories of financial instruments

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Financial Assets measured at amortised cost</b>		
Cash and bank balances (Incl Other Bank Balances)	4,100.94	1,462.16
Trade Receivables	96.54	818.10
Others	33.41	33.41
<b>Financial Liabilities measured at amortised cost</b>		
Borrowings (including Interest Accrued)	6,670.81	6,670.81
Trade Payables	150.57	174.33
Others	2,137.11	1,000.01

### 38.3 Financial risk management objectives

The main risk arising from the Company's financial instruments are cash flow interest rate risk, liquidity risk and credit risk. The board reviews and agrees policies for managing these risks as summarised below.

#### 38.3.1 Market risk

The company's activities expose it primarily to the financial risks of changes in interest rates.

There has been no significant change to the company's exposure to market risks or the manner in which these risks are managed and measured.

#### 38.3.2 Interest rate risk management

The company is exposed to interest rate risk because it borrows funds primarily at floating interest rates. However, the interest rates are dependent on prime lending rates of the Banks which are not expected to change very frequently and the estimate of the management is that these will not have a significant upward trend

The following tables detail the company's remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the company can be required to pay.

The following table details the Company's expected maturity for its financial liabilities

Particulars	March 31,2023			March 31,2022		
	Non Interest Bearing	Variable interest rate instruments	Fixed interest rate instruments	Non Interest Bearing	Variable interest rate instruments	Fixed interest rate instruments
upto 1 year	423.52	4,740.55	1,930.26	488.15	4,740.55	1,930.26
1-5 years	1,864.16	-	-	686.19	-	-
5+ years	-	-	-	-	-	-
<b>Total</b>	<b>2,287.68</b>	<b>4,740.55</b>	<b>1,930.26</b>	<b>1,174.34</b>	<b>4,740.55</b>	<b>1,930.26</b>

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

The following Table details the Company's expected maturity for its financial assets

Particulars	March 31,2023			March 31,2022		
	Non Interest Bearing	Variable interest rate instruments	Fixed interest rate instruments	Non Interest Bearing	Variable interest rate instruments	Fixed interest rate instruments
upto 1 year	4,197.48	-	-	2,280.26	-	-
1-5 years	-	-	-	-	-	-
5+ years	33.41	-	-	33.41	-	-
<b>Total</b>	<b>4,230.89</b>	<b>-</b>	<b>-</b>	<b>2,313.67</b>	<b>-</b>	<b>-</b>

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

	Increase/ decrease in basis points	Effect on profit before tax
<b>31-Mar-23</b>		
INR	+50	38.23
INR	-50	(38.23)
<b>31-Mar-22</b>		
INR	+50	33.67
INR	-50	(33.67)

### 38.3.3 Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of term loans from banks and other loan instruments.

### 38.3.4 Credit risk

The Company trades only with recognised creditworthy third parties. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Company's exposure to bad debts is not significant.

With respect to credit risk arising from the other financial assets of the Company, which comprise cash and cash equivalents and Security Deposits with third parties, the Company's exposure to credit risk arises from default of the counter parties, with maximum exposure equal to the carrying amount of these instruments.

Since the Company trades only with recognised third parties, there is no requirement for collateral. However wherever the management considers necessary, the Company obtains collateral in the form of bank guarantees or security deposits from the third parties.

There are no significant concentrations of credit risk within the company

### 38.4 Fair Value Measurement

The following table provides the fair value measurement hierarchy of the company's asset as at March 31,2023

Asset measured at fair value	Date of valuation	Total	Fair Value Measurement using		
			Quoted Price in active Markets	Significant Observable Inputs	Significant Unobservable Inputs
			(Level 1)	(Level 2)	(Level 3)
Intangible Asset	31-Mar-23	29,632.02	-	-	29,632.02

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

The following table provides the fair value measurement hierarchy of the company's asset as at March 31, 2022

Asset measured at fair value	Date of valuation	Total	Fair Value Measurement using		
			Quoted Price in active Markets	Significant Observable Inputs	Significant Unobservable Inputs
			(Level 1)	(Level 2)	(Level 3)
Intangible Asset	31-Mar-22	33,467.59	-	-	33,467.59

There have been no transfers between Level 1 and Level 2 during the year

Management has determined that the intangible assets constitute one class of asset, based on the nature, characteristics and risk of the asset.

### 39 SEGMENT REPORTING

The Concession Agreement with NOIDA confers certain economic rights to the Company. These include rights to charge toll and earn advertisement revenue, development income and other economic rights. The income stream of the Company comprises of toll income, advertising income and other related income.

Both these rights are directly or indirectly linked to traffic on the Delhi Noida Toll Bridge and are broadly subject to similar risks. Toll revenue is fully variable while license fee from advertisement is fixed to a certain extent. The operating risk in both the cases is similar and the expenses cannot be segregated as the Company does not have separate departments for the management of each activity. The Management Information System also does not capture both activities separately. As both emanate from the same Concession Agreement and together form a part of the Return as specified in the Concession Agreement, the Company does not have different business reporting segments.

Similarly, the Company operates under a single geographical segment.

### 40 NOIDA has irrevocably granted to the Company the exclusive right and authority during the concession period to develop, establish, finance, design, construct, operate, and maintain the Delhi Noida Toll Bridge as an infrastructure facility.

NOIDA has further granted the exclusive right and authority during the concession period in accordance with the terms and conditions of the agreement to:

- Enjoy complete and uninterrupted possession and control of the lands identified constituting the Delhi Noida Toll Bridge site.
- Own all or any part of the project assets.
- Determine, demand, collect, retain and appropriate a Fee from users of the Delhi Noida Toll Bridge and apply the same in order to recover the Total Cost of Project and the Returns thereon.
- Restrict the use of the Delhi Noida Toll Bridge by pedestrians, cycle rickshaws etc
- Develop, establish, finance, design, construct, operate, maintain and use any facilities to generate development income arising out of the Development Rights that may be granted in accordance with the provisions of the Concession agreement.
- Appoint subcontractors or agents on Company's behalf to assist it in fulfilling its obligations under the agreement.

### SIGNIFICANT TERMS OF THE ARRANGEMENT THAT MAY AFFECT THE AMOUNT, TIMING AND CERTAINTY OF FUTURE CASH FLOW

#### **Concession Year**

The Concession Year shall commence on December 30, 1998 (the Effective Date) and shall extend until the earlier of:

- A period of 30 years from the Effective Date;

i.e the date on which the Concessionaire shall recover the total cost of the project and the returns as determined by the independent auditor and the independent engineer through the demand and collection of fee, the receipt, retention and appropriation of development income and any other method as determined by the parties or

In the event of NTBCL not recovering the total project cost and the returns thereon within the specified time, the Concession Year shall be extended by NOIDA for a period of 2 years at a time, until the total project cost and the returns thereon have not been recovered by the Concessionaire.

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

In the past, NOIDA has been in discussion with the Company to consider modifications of a few terms of the Concession Agreement. The Company at its July 9, 2015 Board meeting, approved the draft proposal (subject to approval by Noida & Shareholders) for terminating the concession & handing over the bridge on March 31, 2031 & freezing the amount payable as on March 31, 2011.

### **Return**

Return means the designated return on the Total Cost of the project recoverable by the concessionaire from the effective date at the rate of 20 % per annum.

### **Independent Auditor**

An Independent Auditor shall be appointed for the entire term of the Concession Agreement. The Independent Auditor shall approve the format for the maintenance of accounts, the accounting standards and the method of cost accounting to be followed by the Concessionaire. The Independent Auditor shall audit, on a quarterly basis the Concessionaire's accounts. The Independent Auditor shall also certify the Total Cost of Project outstanding and compute the returns thereon from time to time on a per annum basis.

### **Fees**

The Concession Agreement had determined the Base Fee Rates which have been determined and set according to 1996 figures and shall be revised to determine the initial fee to be applied to the users of the project on the Project Commissioning Date (the "Initial Fee Rate"). The following are the Base Fee Rates:

<b>Vehicle Type</b>	<b>One Way Fee in Rs.</b>
Earth moving / construction vehicle	30
For each additional axle beyond 2 axle	10
Truck – 2 axles	20
Bus – 2 axles	30
Light Commercial Vehicle	20
Cars and other four wheelers	10
Three wheelers	10
Two wheelers	5
Non-motorised vehicles	-

The Initial Fee Rate shall be determined strictly in accordance with the increase in the CPI, based upon the Base Fee Rates as determined in the Concession Agreement and shall be revised in accordance with the following formula:

$$\text{IFR} = \text{CPI (I)} * \text{Base Fee Rate} / \text{CPI (B)}$$

Where

IFR = Initial Fee Rate

CPI ( I ) = Consumer Price Index for the month previous to the month of setting the Initial Fee Rate

CPI ( B ) = Consumer Price Index of the month in which this Agreement is entered into

The Fee Rates are to be revised annually by the Fee Review Committee. Fee rates are revised as per the following formula:

$$\text{RFR} = \text{CPI ( R ) } * \text{IFR} / \text{CPI ( I ) }$$

Where

RFR = Revised Fee Rate

CPI ( R ) = Consumer Price Index for the month previous to the month in which the revision is taking place

CPI ( I ) = Consumer Price Index for the month previous to the month of setting the initial fee rate

IFR = Initial Fee Rate

### **Fee Review Committee**

A Fee Review Committee was established which comprised of one representative each of NOIDA, the Concessionaire and

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

a duly qualified person appointed by the representatives of NOIDA and Concessionaire who shall also be the Chairman of the Committee. The Fee Review Committee shall:

- review the need for a revision to existing rates of Fee upon occurrence of unexpected circumstances;
- review the formula for revision of fees

### **Cost of Project and calculations of return**

The total project cost shall be the aggregate of:

- Project Cost
- Major Maintenance Expenses
- Shortfalls in recovery of Returns in a specific financial year

The Project Cost had to be determined on the Project Commissioning date by the Independent Auditor with the assistance of the Independent Engineer.

The amounts available for appropriation by the Company for the purpose of recovering the total project cost and the returns thereon shall be calculated at annual intervals from the Effective Date in the following manner:

Gross revenues from Fee collections, income from advertising and development income

Less: O&M expenses

Less: Taxes (excluding any customs or import duties)

### **Major Maintenance Expenses**

'Major Maintenance Expenses' refer to all expenses incurred by the Company for any overhaul of, or major maintenance procedure for, the Delhi Noida Toll Bridge or any portion thereof that require significant disassembly or shutdown of the Delhi Noida Toll Bridge including those teardowns overhauls, capital improvements and replacements to major component thereof), which are (i) to be conducted upon the passage of the number of million standard axels or (ii) not regularly scheduled. The Independent Engineer shall determine the necessity, of conducting the major maintenance and certify that the work has been executed in accordance with specifications.

### **TRANSFER OF THE PROJECT UPON TERMINATION OF CONCESSION PERIOD**

On the transfer date, the Company shall transfer and assign the project assets to NOIDA or its nominated agency and shall also deliver to NOIDA on such dates such operating manuals, plans, design drawings and other information as may reasonably be required by NOIDA to enable it to continue the operation of the bridge.

On the transfer date, the bridge shall be in fair condition subject to normal wear and tear having regard for the nature of asset, construction and life of the bridge as determined by the Independent Engineer. NTBCL shall ensure that on the transfer date, the bridge is in the condition so as to operate at the full rated capacity and the surface riding quality of the bridge will have a minimum performance level of 3000 – 3500 mm per Km when measured by bump integrator.

The asset shall be transferred to NOIDA for a sum of Re. 1/-. NOIDA shall be responsible for the cost and expenses in connection with the transfer of the asset.

### **OTHER OBLIGATIONS DURING THE CONTRACT TERM**

#### **Major Repairs and Unscheduled Maintenance**

NTBCL shall inform the Independent Engineer when the work is necessary and use materials that allow for rapid return to normal service and organise work cruise to minimise disruptions. The Independent Engineer to approve work prior to commencement and after repairs are completed. Further, the Independent Engineer shall confirm that maintenance/ repairs confirm to the required standards.

#### **Overlay**

Based on traffic projections and overlay and design Million Standard Axle (MSA), the Company shall indicate, in annual report vis-à-vis the MSA projections, the point of time at which the pavement shall require an 'overlay'.

Overlay is defined as a strengthening layer which is required over the entire extent of pavement of the main carriageway and cycle track without in any way effecting the safety of structures. This 'Overlay' shall be carried out by the Company upon receipt of Independent Engineer approval. The Independent Engineer can also decide an overlay on particular sections based on pavement specifications.

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

### ***Liability to Third Parties***

The Company shall during the Concession Year use reasonable endeavors to mitigate any liabilities to third parties as is foreseeable and arising out of loss or damage to the bridge or the project site.

**41** Previous year's figures have been regrouped/ rearranged wherever necessary to conform to the classification adopted for the current year.

### **42 APPROVAL OF FINANCIAL STATEMENTS**

The standalone financial statements were approved for issue by the Board of Directors on May 24 2023

### **In terms of our report attached**

**For N. M. Raiji & Co**  
Chartered Accountants  
Firm Registration No.: 108296W

**Vinay D. Balse**  
Partner  
(Membership No.: 039434)  
UDIN : 23039434BGWHW19203

**Place:** Mumbai  
**Date:** May 24, 2023

**For and on behalf of  
Noida Toll Bridge Company Limited**

**Dheeraj Kumar**  
Executive Director  
DIN No. :07046151

**Rajiv Jain**  
Chief Financial Officer

**Place:** Noida  
**Date:** May 24, 2023

**Dilip Bhatia**  
Director  
DIN No. :01825694

**Gagan Singhal**  
Company Secretary  
M. No.: F-7525

# ITNL TOLL MANAGEMENT SERVICES LIMITED

## BOARD OF DIRECTORS

Mr. Rajiv Jain  
Mr. Gagan Singhal  
Mr. Amit Agrawal

## BANKER

Canara Bank  
C-3, Sector 1, Noida - 201 301

## AUDITORS

Luthra & Luthra  
Chartered Accountants  
A-16/9, Vasant Vihar, New Delhi

## REGISTERED OFFICE ADDRESS

Toll Plaza, DND Flyway  
Noida (UP) 201 301  
CIN : U45203UP2007PLC033529

## DIRECTORS' REPORT

### DEAR MEMBERS

Your Directors are pleased to present the Sixteenth Annual Report on the business and operation of the Company together with the Audited Financial Statements and the Auditor's Report for the financial year ended March 31, 2023.

### OPERATIONS

The Company handles the Operations and Maintenance (O&M) of the DND Flyway. In light of the judgement of the Allahabad High Court on a Public Interest Litigation filed in 2012, collection of user fee from the users of the DND Flyway had been suspended from October 26, 2016. Though Tolling Operations have been suspended all other O&M obligations such as Traffic management, Security and Maintenance are being performed as per the provisions of the Concession Agreement.

The Company has continued in its pursuit of excellence in the field of traffic safety and user satisfaction, resulting in enhanced traffic rule compliance and customer satisfaction levels. During the year, the Company has witnessed lowest incident of accidents since the start of operation. The Company, with a high level of commitment and drive for excellence, has set very high standards at DND Flyway, in consonance with best international standards and practices in the field of O&M.

The Automatic Vehicle Classification Systems installed at the toll plaza were made in-operational post suspension of collection of user charges from the users of DND Flyway. The Company has conducted the traffic count by an Independent Agency on March, 2022 and March, 2023. The Actual Traffic count on March, 2022 was 1.32 lakhs on Delhi -Noida-Delhi and 0.47 lakhs on Mayur Vihar Link Road (MVLN). On March, 2023, the actual Traffic count was 1.76 on Delhi-Noida-Delhi and 0.59 lakhs on MVLN.

During the year under review, there had been few accidents on the DND Flyway. All the accidents / incidents had been duly attended by staff/guards of Traffic and Security Department along with requisite medical and logistical support.

At the time of suspension of services in October, 2016 the Company's roll manpower strength was 268. As on March 31, 2023 there were 09 employees on the rolls of the Company. Apart from that Company is having manpower contract for Operation & Maintenance activity, Accounts and Finance.

Taking cognizance of financial crisis in IL&FS Limited, Union of India has filed petition against IL&FS limited u/s 241 and 242 of the Companies Act, 2013 on October 01, 2018 to suspend existing Board of Directors and appoint its nominees as directors of IL&FS Limited to manage the affairs of the IL&FS Limited and its Group Companies. NCLT vide its Order dated October 31, 2018 has directed the Union of India to implead all Group Companies as party respondent in the matter. Accordingly the Company, being Group Entity of the IL&FS Limited has become party to the matter.

Pursuant to NCLAT order dated February 04, 2019, IL&FS Limited has segregated the Group Entities into Green/Amber/Red Category. The Company has been classified as Red Entity (i.e. entity which can't meet their payment obligations even towards senior secured financial creditors) based on 12 months cash flow.

The Company is economically dependent on its parent Company for necessary financial and other assistance. The continuity of the Company as a going concern is subject to continuation of O&M agreement with its parent Company. Considering the ongoing O&M agreement, the accounts of the Company have been prepared under going concern assumptions.

### MAINTENANCE

Maintenance of facility related to civil, electrical and Systems activities have been performed as per the laid down scope in Concession Agreement irrespective of closure of toll collection. The Activities being performed is as under:-

- a. Routine Maintenance
- b. Preventive Maintenance
- c. Periodic Maintenance
- d. Special repairs

The above tasks are being performed is as under:-

- (a) Roadway
- (b) Structures
- (c) River Training Structures
- (d) Buildings
- (e) Electrical Equipments
- (f) System Equipments
- (g) Horticulture
- (h) Road Appurtenance

### FINANCIAL RESULTS

A summary of the Company's financial results for the Financial Year 2022-23 is as under:

Particulars	(Rs. in lakhs)	
	Year ended 31.03.2023	Year ended 31.03.2022
Operation & Maintenance Fees	240.00	240.00
Other Income	1.01	0.60
<b>Total Income</b>	<b>241.01</b>	<b>240.60</b>
Total Expenses including Depreciation and Finance Costs	226.39	208.91
Profit/(Loss) Before Tax	14.62	31.69
Tax Expense/(Income)	0.35	-
Profit/(Loss) After Tax	14.27	31.69

The Gross Revenue from operations for FY 2022-23 was Rs. 240.00 lakhs (Previous Year: Rs. 240.00 lakhs), whereas the profit of the Company has reduced to Rs. 14.27 lakhs against Rs. 31.69 lakhs reported in the Previous year.

The Company adopted Indian Accounting Standard ("Ind AS") from April 1, 2016 and accordingly the financial results have been prepared in accordance with the recognition and measurement principles stated therein, prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued there under and the other accounting principles generally accepted in India. Financial results for all the periods

during the FY 2022-23 have been prepared in accordance with the recognition and measurement principles of Ind AS. The date of transition to Ind AS is April 1, 2015.

Pursuant to the proceedings filed by the Union of India under Sections 241 and 242 of the Companies Act, 2013, the National Company Law Tribunal, Mumbai Bench (“NCLT”), by way of an Order dated October 1, 2018, suspended the erstwhile Board of Directors of Infrastructure Leasing & Financial Services Limited (“IL&FS”) and re-constituted the same with persons proposed by the Union of India (such reconstituted Board, referred to as the “New Board”). The National Company Law Appellate Tribunal, New Delhi (the “NCLAT”) has passed an Order of moratorium on October 15, 2018 in respect of actions (as set out therein) that cannot be taken against IL&FS and its Group Companies including ITNL Toll Management Services Limited (“ITMSL/the Company”), which includes, amongst others, institution or continuation of suits or any other proceedings by any party or person or bank or company, etc. against IL&FS and its Group Companies in any Court of Law/Tribunal/Arbitration Panel or Arbitration Authority and any action by any party or person or bank or company, etc. to foreclose, recover or enforce any security interest created the assets of IL&FS and its Group Companies. Moreover, NCLT, Mumbai Bench vide its Order dated April 26, 2019 has also granted exemption to IL&FS and its Group Companies ITMSL, regarding appointment of Independent Directors and Women Directors. Further, the Hon’ble NCLAT vide its Order dated March 12, 2020, has approved the revised Resolution Framework submitted by New Board along with its amendments. In the said Order, Hon’ble NCLAT has also approved October 15, 2018 as the Cut Off date for initiation of resolution process of IL&FS and its Group Companies. Accordingly, the Company has not accrued any interest on all its loans and borrowings with effect from October 15, 2018 (“Cut-off date”).

There are no material changes or commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this Report. There were no material events that had an impact on the affairs of your Company. There is no change in the nature of your Company’s business during the year under review.

#### **DIVIDEND**

The Directors do not recommend any dividend for the year.

#### **SHARE CAPITAL**

The Issued and Subscribed Equity Share Capital of the Company on March 31, 2023, was Rs. 5,00,000/- There were no allotment of shares during the year and hence the share capital on March 31, 2023 remains the same.

#### **RESERVES & SURPLUS**

The company has gained profit of Rs. 14.27 lakhs during the year under review. The Company has not transferred any amount under Reserves and Surplus.

#### **PUBLIC DEPOSIT**

The Company has not accepted any deposits from the public during the year under review.

#### **PARTICULARS OF EMPLOYEES**

During the year under review, the Company had no employees

drawing remuneration as set out under Section 197(12) of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION**

The Company does not own any manufacturing facilities hence particulars with regard to Energy Conservation & Technology Absorption are not applicable.

#### **FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Company has not earned any foreign exchange during the year.

#### **STATUTORY AUDITORS**

Messrs Luthra & Luthra Chartered Accountants (FRN 002081N) were appointed as Statutory Auditors of the Company for a period of five years at the Annual General Meeting (AGM) of the Members held on September 30, 2022 to hold office till the conclusion of the Annual General Meeting of the Company to be held in the year 2027, subject to ratification of their appointment at every AGM, at a remuneration to be determined by the Board of Directors of the Company. Pursuant to an amendment under the Act with effect from May 7, 2018, the requirement of ratification of appointment of Statutory Auditors at every AGM has been removed. Accordingly, the ratification of appointment of Statutory Auditors of the Company by the shareholders is not required.

There are no audit qualifications in the financials for the year under review.

#### **DIRECTORS**

In accordance with the provisions of the Companies Act, 2013, Mr. Gagan Singhal is due to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

None of the Directors of the Company are disqualified from being appointed as Directors as specified under Section 164 of the Act.

Since, there is no Independent Director on the Board, the declarations required under Section 149(6) of the Act, and Regulation 16(b) of the Listing Regulations are not applicable. During the year under review, the Non-executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and reimbursement of expenses incurred by them for the purpose of attending Meetings of the Company.

During the year under review, the Board of Directors of the Company met four times on May 30, 2022, August 10, 2022, November 14, 2022, and February 14, 2023.

#### **SECRETARIAL AUDITOR**

*Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Securities and Exchange Board of India Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019), the Company has appointed Messrs Kumar Wadhwa & Co., a firm of Company Secretaries in Practice (FCS No.: 9211/ C P No.: 7027) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed as **Annexure-II** and forms an integral part of this Report.*

M/s Kumar Wadhwa & Associates observed the followings:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31/03/2023	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Company is in default of complying with Regulation 24(1) of SEBI (LODR) Regulations, 2015 relating to appointment of Independent Director.	Company is in default of complying with Regulation 24(1) of SEBI (LODR) Regulations, 2015 relating to appointment of Independent Director.	NCLT, Mumbai Bench vide its Order dated April 26, 2019 has granted exemption to IL&FS and its group Companies including ITMSL, in respect of appointment of Independent Directors and Woman Director.	No action was required to be taken in view of order of Hon'ble NCLT.

#### **DISCLOSURE UNDER SEXUAL HARRASMENT OF WOMEN AT THE WORKPLACE (Prevention, Prohibition and Redressal) ACT, 2013**

As required under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the Company has in place an anti Sexual Harassment Policy in line with the requirements Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 on prevention of sexual harassment at the workplace. An Internal Complaints Committee of the holding Company, is accessible to all employees. During the year under review, no complaint was received under.

#### **RELATED PARTY TRANSACTIONS**

The Company has an ongoing contract with its holding Company, for providing Operation & Maintenance Services for the DND Flyway. O&M Fees received from the Holding Company is the primary source of income and hence is material in nature. This transaction is on an arm's length basis and in the ordinary course of business. Disclosure in Form AOC – 2 is enclosed as **Annexure 1** to this report.

#### **INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate internal financial controls. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The internal audit is entrusted to Messers Thakur Vaidyanath Aiyer & Co., Chartered Accountants. The main thrust of the internal audit is to review controls and flag areas of concern, non-compliances, if any.

#### **DIRECTOR'S RESPONSIBILITY STATEMENT**

To the best of knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3)(c) of the Act:

- that in the preparation of the Annual Accounts for the year ended March 31, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the Profit of the Company for the year ended on that date;

- that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the annual accounts have been prepared on a going concern basis;
- that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **ANNUAL RETURN**

Pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Companies (Management and Administration) Rules, 2014 the draft Annual Return of the Company in Form MGT-7 for FY 2022-23 has been placed on the holding Company's website and can be accessed at [www.ntbcl.com](http://www.ntbcl.com).

#### **OTHER STATUTORY AFFIRMATION/DISCLOSURES**

There are no other material changes and commitments affecting the financial position of the company, which have occurred between April 1, 2023 to August 14, 2023, as required under section 134(3)(l) of the Companies Act, 2013.

The Company does not have any subsidiary, Joint Venture or Associate Company.

There are no Significant and material Orders passed by the Regulations/Courts that would impact the going concern status of the Company and its future operations.

#### **ACKNOWLEDGEMENTS**

The Board of Directors place on record their appreciation for the dedication and commitment of employees at all levels, who have contributed to the success of the Company.

By order of the Board  
**For ITNL Toll Management Services Limited**

**Rajiv Jain**  
 Director

**Gagan Singhal**  
 Director

Place : Noida

Dated : August 14, 2023

**FORM NO. AOC – 2**

**Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

**Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.**

1. Details of contracts or arrangements or transactions not at Arm's length basis – NIL
  - (a) Name(s) of the related party and nature of relationship
  - (b) Nature of contracts/arrangements/transactions
  - (c) Duration of the contracts/arrangements/transactions
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
  - (e) Justification for entering into such contracts or arrangements or transactions
  - (f) Date(s) of approval by the Board
  - (g) Amount paid as advances, if any:
  - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188
2. Details of material contracts or arrangements or transactions at Arm's length basis.
  - (a) Name(s) of the related party and nature of relationship – Noida Toll Bridge Company Limited, Promoter
  - (b) Nature of contracts/arrangements/transactions – Operation & Maintenance Contract (O & M Contract) executed on August 1, 2007
  - (c) Duration of the contracts/arrangements/transactions – Termination Date as defined in the Agreement is the date which is the earlier of the following :-
    - (i) the date of Agreement is expressly terminated; or
    - (ii) the termination / expiration of the Concession Agreement (CA)Essentially it is an ongoing contract co-terminus with the Parent Company's Concession Agreement. The O & M fee however is reviewed annually.
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any: ITMSL has been O&M Contractor for the DND Flyway Project since August 1, 2007. All fee revisions automatically form part of the said Agreement.

Scope of O&M Operator's work inter-alias includes:

Operating the facility, traffic management, security and regular maintenance of the facility covering ordinary repairs in accordance with the standards and provisions of the Concession Agreement.

The O&M fees received for FY 2022-23 was Rs. 240.00 lakhs per annum. The fee is revised annually.
  - (e) Date(s) of approval by the Board, if any: Transactions with Holding Companies fall within the purview of Related Party Transactions. Further, since all the ITMSL Board Members are Key Managerial Personals of NTBCL, the RPT was approved by the shareholders at an Extra Ordinary Meeting of the Company held on March 13, 2015 and modified annually by the Board of Directors of NTBCL.
  - (f) Amount paid as advances, if any: NIL

**SECRETARIAL COMPLIANCE REPORT OF ITNL TOLL MANAGEMENT SERVICES LIMITED**
**For the year ended 31<sup>st</sup> March, 2023**
***(Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 read with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.***

We, Kumar Wadhwa & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **ITNL TOLL MANAGEMENT SERVICES LIMITED**, Unlisted Material Subsidiary Company of Noida Toll Bridge Company Limited (“the listed entity”),
- (b) the filings/ submissions made by the subject / listed entity to the stock exchanges,
- (c) website of the subject / listed entity,
- (d) any other document/ filing, as may be relevant,

which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 2023 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (I) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (II) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**
- (III) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company during the Audit Period)**
- (IV) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**
- (V) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**
- (VI) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
- (VII) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the Company during the Audit Period)**
- (VIII) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (IX) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
- (X) Securities and Exchange Board of India (Depositories and participant) Regulations, 2018; and circulars/ guidelines issued thereunder;

Based on the above examination, we hereby report that, during the Review Period:

- (a) The subject entity ITNL Toll Management Services Limited is an unlisted Material Subsidiary Company of Noida Toll Bridge Company Limited (“the listed entity”) hence not required to comply with all the provisions of the above Regulations and circulars/ guidelines issued thereunder. Further, the Company has complied with all the provisions of the above Regulations and circulars/ guidelines issued thereunder, applicable on it, except in respect of matter specified below:

Sr. No.	Compliance Requirement (Regulations/ Circulars/ Guidelines including specified clause)	Deviations	Observations/ remarks
1.	<i>Pursuant to Regulation 24(1) of SEBI (LODR) Regulations, 2015 at least one Independent Director on the Board of Directors of the listed entity shall be a Director on the Board of Directors of an unlisted Material Subsidiary.”</i>	Company has no Independent Director as on 31 <sup>st</sup> March, 2023.	Company is in default of complying with the provisions relating to appointment of Independent Director.

- (b) The subject entity ITNL Toll Management Services Limited has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder, as applicable on it, insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the subject entity/listed entity/ its promoters/ directors/ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder: **Not Applicable**

Sr. No.	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/Remarks of the Practicing Company Secretary, if any,
-----NIL-----				

- (d) The subject entity ITNL Toll Management Services Limited has taken the following actions to comply with the observations made in previous reports: -

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31/03/2023	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Company is in default of complying with <i>Regulation 24(1) of SEBI (LODR) Regulations, 2015</i> relating to appointment of Independent Director.	Company is in default of complying with the <i>Regulation 24(1) of SEBI (LODR) Regulations, 2015</i> relating to appointment of Independent Director.	NCLT, Mumbai Bench vide its Order dated April 26, 2019 has granted exemption to IL&FS and its group Companies including subject entity ITNL Toll Management Services Limited, in respect of appointment of Independent Directors and Woman Director.	No action was required to be taken in view of Order of Hon'ble NCLT.

We, further, report that there was no event of appointment/ re-appointment/ resignation of statutory auditor of the Company during the review period. In this regard, I report that the Company has complied with Circular No. CIR/CFD/CIV1D1/114/2019 dated October 18, 2019.

**For Kumar Wadhwa & Associates**  
Company Secretaries

**Sanjay Kumar**  
(Managing Partner)  
Membership No. FCS No.: 9211  
C P No.: 7027  
UDIN: F009211D000340300

Place : Delhi  
Date : 24/05/2023

## INDEPENDENT AUDITOR'S REPORT

To the members of ITNL Toll Management Services Limited  
Report on Audit of the IND AS Financial Statements

### Opinion

We have audited the accompanying IND AS financial statements of ITNL Toll Management Services Limited (“the Company”), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended and notes to financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in *the Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Material Uncertainty Related to Going Concern

We draw attention to Note 23 of the financial statements which indicates that Union of India has filed petition against IL&FS Limited and its Group Companies in National Company Law Tribunal, SFIO investigation & forensic audit are under process for few group entities and the Company's total liabilities exceeded its total assets by INR 9.10 lacs as at March 31, 2023. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our Opinion is not modified in respect of this matter.

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's

Report, but does not include the financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
  - c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this report are in agreement with the books of accounts
  - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid any remuneration to its directors during the year.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigation on its financial position in its Ind AS financial statement- Refer note 25 to financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - iv. (a) The Management has represented that, to the best of its knowledge and belief, as

- disclosed in note 34, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in note 34, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has not declared or paid dividend during the year.
- vi. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the company with effect from April 1, 2023, reporting under Rule 11 (g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

**For Luthra & Luthra LLP**  
Chartered Accountants  
Reg. No. 002081N / N500092

**Naresh Agrawal**  
Partner  
**M.No:** 504922  
**UDIN:** 23504922BGWJUG8513

**Place:** New Delhi  
**Date:** May 24, 2023

## ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

### The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2023

1. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
    - a. (A) The Company is generally maintaining proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
    - (B) The Company does not have any intangible assets.
    - b. As per the information and explanations given to us, Property, Plant & Equipments have been physically verified by the Management at the end of year which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
    - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not have any immovable property.
    - d. The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
    - e. No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
  2.
    - a. As per the information and explanations given to us, inventories have been physically verified at reasonable interval during the year by the Management. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
    - b. The Company has not been sanctioned working capital limits in excess of INR 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
  3.
    - a. In our opinion and according to the information and explanation given to us, the Company has not made investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. Hence reporting under clause 3 (iii)(a) and 3(iii)(b) of the Order is not applicable.
    - b. In our opinion and according to the information and explanation given to us, in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal and payment of interest are regular.
  - c. According to the information and explanations given to us and based on the audit procedures conducted by us, no amounts are overdue for payment for more than 90 days.
  - d. According to the information and explanations given to us and based on the audit procedures conducted by us, loan or advance in the nature of loan fallen due during the year has not been extended or renewed or fresh loans granted to settle the overdues of existing loans.
  - e. According to the information and explanations given to us and based on the audit procedures conducted by us, the company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment
4. In our opinion and according to the information and explanations given to us, the Company has not given/ make any loan, investment, guarantee and security and accordingly provisions of section 185 and 186 of the Act are not applicable.
  5. According to the information and explanations given to us the company has not accepted deposits or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
  6. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 in respect of services carried by the Company.
  7.
    - a. According to the information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it with the appropriate authorities during the year.  
There were no undisputed amounts payable on account of the above dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.
    - b. According to the information and explanation given to us, there is no due on account of statutory dues referred to in sub-clause (a) above which have not been deposited on account of dispute as on March 31, 2023.
  8. As per the information and explanation given to us and based on our examination of the records of the Company, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

9. a. As per the information and explanation given to us, the Company has defaulted in repayment of loans and payment to interest to following lenders:

Lender's Name	Amount not paid (INR in lacs)	Whether Principal or interest	Due date	Payment date
Noida Toll Bridge Company Limited	18.79	Interest	October 16, 2018	Not paid

- b. As per the information and explanation given to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c. The Company has not taken any term loan during the year and there are no unutilized outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- d. On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company
- e. On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associates. The Company does not have any subsidiary and joint venture.
- f. The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
10. a. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) or term loan during the year. Hence reporting under clause 3(x) (a) of the order is not applicable.
- b. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
11. a. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c. As represented to us by the management, there are no whistle blower complaints received by the company during the year
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards. Further the Company is not required to constitute an Audit Committee under section 177 of the Act, and accordingly, to this extent, the provision of clause 3(xiii) of the order is not applicable to the Company.
14. a. In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b. We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Hence reporting under clause (xv) of the Order is not applicable.
16. a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- b. According to the information and explanations provided to us during the course of audit, the Group has only one CIC as part of the Group.
17. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
18. There has been no resignation of the statutory auditors of the Company during the year.
19. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, we are of the opinion that material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
20. a. There are no unspent amounts towards Corporate Social Responsibility (CSR) requiring a transfer to a Fund specified in Schedule VII to the Companies Act

in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

- b. The Company does not have any unspent amount pursuant to any ongoing project. Hence reporting under clause 3(XX)b) of the order is not applicable.

**For Luthra & Luthra LLP**

Chartered Accountants  
Reg. No. 002081N / N500092

**Naresh Agrawal**

Partner

**Place:** New Delhi  
**Date:** May 24, 2023

**M.No:** 504922  
**UDIN:** 23504922BGWJUG8513

## ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of ITNL Toll Management Services Limited ("the Company") as of 31<sup>st</sup> March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is

sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Luthra & Luthra LLP**  
Chartered Accountants  
Reg. No. 002081N / N500092

**Naresh Agrawal**  
Partner

**Place:** New Delhi  
**Date:** May 24, 2023

**M.No:** 504922  
**UDIN:** 23504922BGWJUG8513

## BALANCE SHEET AS AT MARCH 31, 2023

(Rs. in Lakh)

Particulars	Note	As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>Non Current Assets</b>			
(a) Property, plant and equipment and Intangible assets			
(i) Property, Plant and Equipment	3	0.26	0.40
(ii) Intangible assets	3	-	-
(b) Financial Assets			
(i) Loans	4(i)	2.27	3.60
(ii) Other Financial asset	5	0.20	0.20
<b>Total Non-Current Assets</b>		<b>2.73</b>	<b>4.20</b>
<b>Current Assets</b>			
(a) Inventories	6	-	-
(b) Financial Assets			
(i) Cash & Cash Equivalents	7	9.00	7.12
(ii) Loans	4(ii)	1.33	1.29
(c) Current Tax assets	8	34.15	50.84
(d) Other Current Assets	9	11.01	17.09
Total Current Assets		55.49	76.34
<b>TOTAL ASSETS</b>		<b>58.22</b>	<b>80.54</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Share Capital	10	5.00	5.00
(b) Other Equity	11	(14.10)	(28.72)
Total Equity		(9.10)	(23.72)
<b>Liabilities</b>			
<b>Non Current Liabilities</b>			
(a) Provisions	12(i)	3.29	6.43
<b>Total Non-Current Liabilities</b>		<b>3.29</b>	<b>6.43</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Trade payables	13	-	
a) Total outstanding dues of micro enterprises and small enterprises		18.25	27.99
b) Total outstanding dues of creditors other than micro enterprises and small enterprises		2.21	23.48
(ii) Other Financial Liabilities	14	28.42	32.02
(b) Other Current Liabilities	15	5.36	4.28
(c) Provisions	12(ii)	9.79	10.06
<b>Total Current Liabilities</b>		<b>64.03</b>	<b>97.83</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>58.22</b>	<b>80.54</b>
Notes forming part of the financial statements	1-35		

The accompanying notes are integral part of the financial results

**For Luthra & Luthra LLP**  
Chartered Accountants  
Reg. No. 002081N/N500092

**For ITNL Toll Management Services Limited**

**Naresh Agrawal**  
Partner  
(M. No. 504922)  
UDIN:- 23504922BGWJUG8513

**Rajiv Jain**  
Director  
DIN-07784179

**Gagan Singhal**  
Director  
DIN- 02549045

Place: New Delhi  
Date: May 24, 2023

Chief General Manager  
Place: Noida  
Date: May 24, 2023

## STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

Particulars	Note	Year ended March 31, 2023	Year ended March 31, 2022
Income	16	240.00	240.00
Other Income	17	1.01	0.60
<b>Total Income</b>		<b>241.01</b>	<b>240.60</b>
<b>Expenses</b>			
Operating expenses	18	140.55	135.07
Employee benefits expense	19	29.25	31.12
Finance costs	20	0.02	0.01
Depreciation and amortization expense	3	0.35	0.54
Other expenses	21	56.22	42.17
<b>Total Expenses</b>		<b>226.39</b>	<b>208.91</b>
<b>Profit for the year before taxation</b>		<b>14.62</b>	<b>31.69</b>
<b>Tax Expense:</b>		0.35	
<b>Profit for the year after tax</b>		<b>14.27</b>	<b>31.69</b>
<b>Other Comprehensive Income</b>			
Actuarial gain/(loss) in respect of defined benefit plan		0.35	0.33
		<b>0.35</b>	<b>0.33</b>
<b>Total comprehensive Income for the period</b>		<b>14.62</b>	<b>32.02</b>
- Basic	<b>22</b>	28.54	63.38
- Diluted	<b>22</b>	28.54	63.38
Notes forming part of the financial statements	<b>1-35</b>		

The accompanying notes are an integral part of the financial results

**For Luthra & Luthra LLP**  
Chartered Accountants  
Reg. No. 002081N/N500092

**For ITNL Toll Management Services Limited**

**Naresh Agrawal**  
Partner  
(M. No. 504922)  
UDIN:- 23504922BGWJUG8513

**Rajiv Jain**  
Director  
DIN-07784179

**Gagan Singhal**  
Director  
DIN- 02549045

Place: New Delhi  
Date: May 24, 2023

Chief General Manager  
Place: Noida  
Date: May 24, 2023

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>(A) Cash Flows from Operating Activities</b>		
<b>Profit/(Loss) before taxes</b>	14.62	31.69
Adjustment for:		
- Depreciation	0.35	0.54
- Provision for Employee Benefits	1.19	1.11
<b>Operating Profit before working capital changes</b>	<b>16.16</b>	<b>33.34</b>
<b>Adjustments for Change in</b>		
Decrease/(Increase) in Trade Receivables & Other Current Assets	7.38	0.48
Increase/(Decrease) in Trade payables & Other Current Liabilities	(37.79)	(32.82)
<b>Cash Flow from Operating Activities</b>	(14.25)	1.00
<b>Payment of Taxes</b>	16.34	0.20
<b>Net Cash Generated / (Used) in Operating Activities</b>	<b>2.09</b>	<b>1.20</b>
<b>B) Cash Flow from Investing Activities</b>		
Purchase of Property, Plant and Equipment	(0.21)	(0.05)
<b>Net Cash (Used in) / Generated from Investing Activities</b>	<b>(0.21)</b>	<b>(0.05)</b>
<b>(C) Cash Flow from Financing Activities</b>		
Term loan availed	-	-
<b>Net Cash Generated from Financing Activities</b>	-	-
<b>(D) Net Decrease in Cash &amp; Cash Equivalents</b>	<b>1.88</b>	<b>1.15</b>
Cash & Cash equivalent at the beginning of the period	7.12	5.97
Cash & Cash equivalent at end of the period	<b>9.00</b>	<b>7.12</b>
	<b>1.88</b>	<b>1.15</b>

**For Luthra & Luthra LLP**  
Chartered Accountants  
Reg. No. 002081N/N500092

**Naresh Agrawal**  
Partner  
(M. No. 504922)  
UDIN:- 23504922BGWJUG8513

Place: New Delhi  
Date: May 24, 2023

**For ITNL Toll Management Services Limited**

**Rajiv Jain**  
Director  
DIN-07784179

Chief General Manager  
Place: Noida  
Date: May 24, 2023

**Gagan Singhal**  
Director  
DIN- 02549045

## STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023

**Equity Share Capital**
**(Rs. in Lakh)**

Equity Share Capital	Rs.
<b>As at 1 April 2021</b>	<b>5.00</b>
<b>As at March 31, 2022</b>	<b>5.00</b>
<b>As at March 31, 2023</b>	<b>5.00</b>

**(Rs. in Lakh)**

	Retained Earning	Other Comprehensive Income	Total
<b>As at March 31,2021</b>	<b>(41.62)</b>	<b>(19.12)</b>	<b>(60.74)</b>
Net Profit	31.69	0.33	32.02
<b>As at March 31,2022</b>	<b>(9.93)</b>	<b>(18.79)</b>	<b>(28.72)</b>
Net Profit	14.27	0.35	14.62
<b>As at March 31,2023</b>	<b>4.34</b>	<b>(18.44)</b>	<b>(14.10)</b>

**In terms of our report attached**

**For Luthra & Luthra LLP**  
**Chartered Accountants**  
 Reg. No. 002081N/N500092

**For ITNL Toll Management Services Limited**

**Naresh Agrawal**  
 Partner  
 (M. No. 504922)  
 UDIN:- 23504922BGWJUG8513

**Rajiv jain**  
 Director  
 DIN-07784179

**Gagan Singhal**  
 Director  
 DIN- 02549045

Place: New Delhi  
 Date: May 24, 2023

Chief General Manager  
 Place: Noida  
 Date: May 24, 2023

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 1. Background

ITNL Toll Management Services Limited (ITMSL) is a public limited company incorporated and domiciled in India on 22<sup>nd</sup> June, 2007 with its registered office at Toll Plaza, DND Flyway, Noida - 201301, Uttar Pradesh, India. Its parent Company is Noida Toll Bridge Company Limited.

ITMSL has been incorporated to provide services and consultancy in the areas of operations, toll collections, routine and procedure maintenance, engineering, design, supply, installation, commissioning of toll and traffic management system. ITMSL has started operations and management of Noida Toll Bridge Project w.e.f. 1<sup>st</sup> August, 2007.

### 2. Significant Accounting Policies

#### a) Statement of Compliance

The financial statements have been prepared in accordance with Ind ASs notified under the Companies (Indian Accounting Standards) Rules, 2015.

#### b) Basis of Preparation

These financial statements have been prepared in accordance with the going-concern principle and on a historical cost basis. The presentation and grouping of individual items in the balance sheet, the Statement of Profit & Loss and the cash flow statement are based on the principle of materiality.

#### c) Significant accounting judgments and estimates

Judgements and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results.

#### d) Foreign Currency Transactions

The Company's financial statements are presented in INR, which is also the company's functional currency. Transactions in foreign currencies are recorded at the currency rate ruling at the date of transactions. Monetary assets and liabilities denominated in foreign currency are retranslated at the exchange rate ruling at the Balance Sheet date and resulted differences are taken to Statement of Profit & Loss.

#### e) Property, plant and equipment

Property, plant and equipment have been stated at cost less accumulated depreciation and accumulated impairment in value. Such cost includes the cost of replacing part of such plant and equipment when that cost is incurred if the recognition criteria are met.

The carrying values of plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

An item of fixed assets is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement in the period the asset is derecognized.

The asset's residual values, useful lives and methods are reviewed, and adjusted if appropriate, at each reporting date.

#### f) Depreciation

All assets are depreciated on a Straight Line Method (SLM) of Depreciation, over the useful life of assets as prescribed under Schedule II of the Companies Act, 2013 other than assets specified in para:

Furniture & Fixtures	7 years
Mobile	2 years

#### g) Impairment

Where an indication of impairment exists, or when annual impairment testing for an asset is required, the management makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses of continuing operations are recognised in the income statement in those expense categories consistent with the function of the impaired asset.

#### h) Inventories

Inventories are valued at the lower of cost or net realizable value. Cost is recognised on First in First Out basis.

#### i) Provisions

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event. It is probable that an outflow of

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement.

### j) Employee costs

#### **Retirement benefit costs and termination benefits**

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. The Company has no obligation, other than the contribution payable to the provident fund.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and
- net interest expense or income; and
- re-measurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

The retirement benefit obligation recognized in the

balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

#### **Short-term and other long-term employee benefits**

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

### k) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue comprises:

#### **Operation & Maintenance Fees**

Operation & Maintenance Fees is recognised on accrual basis in accordance with contractual rights.

#### **Service Charges**

Service charges are recognized on accrual basis, in respect of revenue recovered for the various business auxiliary services provided to the parties.

### l) Expenditure

Expenditures have been accounted for on the accrual basis and provisions have been made for all known losses and liabilities.

### m) Taxes

Current tax represents the amount that would be payable based on computation of tax as per prevailing taxation laws. Current tax includes taxes on income and fringe benefit tax.

Current tax is determined based on the amount of tax payable in respect of taxable income for the period. Deferred tax is recognized on timing

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

differences; being the difference between the taxable income and accounting income that originate in one accounting period and are capable of reversal in one or subsequent periods. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets arising on unabsorbed depreciation or carry forward of tax losses are recognised to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

### n) **Cash and Cash Equivalents:**

Cash comprises of Cash on Hand, Cheques on Hand and demand deposits with Banks. Cash Equivalents are short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risks of changes in value.

### o) **Earnings per Share**

Basic earnings per share are calculated by dividing net profit for the year by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share are calculated by dividing the net profit for the year by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

### NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

#### 3. PROPERTY, PLANT AND EQUIPMENT

Current Year

(Rs. in Lakh)

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As on April 1, 2022	Additions	Deletion	As on March 31, 2023	For the period	Deletion	As on March 31, 2023	As on March 31, 2022
Office Equipment	17.08	0.21	-	17.29	0.04	-	17.08	0.04
Furniture & Fixtures	13.67	-	-	13.67	0.20	-	13.63	0.24
Computers	2.63	-	-	2.63	0.11	-	2.62	0.12
<b>TOTAL</b>	<b>33.38</b>	<b>0.21</b>	<b>-</b>	<b>33.59</b>	<b>0.35</b>	<b>-</b>	<b>33.33</b>	<b>0.40</b>

Previous Year

(Rs. in Lakh)

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As on April 1, 2021	Additions	Deletion	As on March 31, 2022	For the period	Deletion	As on March 31, 2022	As on March 31, 2021
Office Equipment	17.03	0.05	-	17.08	0.04	-	17.04	0.03
Furniture & Fixtures	13.67	-	-	13.67	0.39	-	13.43	0.63
Computers	2.63	-	-	2.63	0.11	-	2.51	0.23
<b>TOTAL</b>	<b>33.33</b>	<b>0.05</b>	<b>-</b>	<b>33.38</b>	<b>0.54</b>	<b>-</b>	<b>32.98</b>	<b>0.89</b>

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

	As at March 31, 2023	As at March 31, 2022
<b>4. LOANS (UNSECURED, CONSIDERED GOOD)</b>		
<b>(i) Non Current</b>		
Loan to Staff	2.27	3.60
	<b>2.27</b>	<b>3.60</b>
<b>(ii) Current</b>		
Loan to Staff	1.33	1.29
	<b>1.33</b>	<b>1.29</b>
<b>5. OTHER FINANCIAL ASSET</b>		
Secuirty Deposit	0.20	0.20
	<b>0.20</b>	<b>0.20</b>
<b>6. INVENTORIES</b>		
Stores and spares	1.28	1.28
Less: Provision for diminution in value of inventories	(1.28)	(1.28)
	-	-
<b>7. CASH AND BANK BALANCES</b>		
Balances with banks		
- In Current Account	8.81	6.74
Cash on hand	0.19	0.38
	<b>9.00</b>	<b>7.12</b>
<b>8. CURRENT TAX ASSETS</b>		
Advance Payment against Taxes	34.15	50.84
	<b>34.15</b>	<b>50.84</b>
<b>9. OTHER CURRENT ASSETS (CONSIDERED GOOD)</b>		
Prepaid Expenses	1.22	0.99
Others	9.79	16.10
	<b>11.01</b>	<b>17.09</b>
<b>10. SHARE CAPITAL</b>		
<b>Authorised</b>		
50,000 Equity Shares of Rs. 10/- each	5.00	5.00
	<b>5.00</b>	<b>5.00</b>
<b>Issued, Subscribed &amp; Paid up</b>		
50,000 Equity Shares of Rs. 10/- each	5.00	5.00
	<b>5.00</b>	<b>5.00</b>

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

### a. Reconciliation of the share outstanding at beginning and at end of the period/year

	As at March 31, 2023		As at March 31, 2022	
	Number in Lakhs	Rs in Lakh	Number in Lakhs	Rs in Lakh
Shares outstanding at the beginning of the period/year	50,000	5.00	50,000	5.00
Shares Issued during the period/ year	-	-		
Shares outstanding at the end of the period/ year	50,000	5.00	50,000	5.00

### b. Terms/Rights attached to Equity Shares

The company has only one class of ordinary equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. Each holder of these ordinary shares are entitled to receive dividends as and when declared by the company.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportionate to the number of equity shares held by the shareholders.

### c. Shares held by Holding Company

25,500 Equity Shares (Previous year 25,500) are held by Noida Toll Bridge Co. Limited, the holding company.

### d. Details of the Shareholders holding more than 5 % in shares of the company

	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Noida Toll Bridge Company Limited	25,500	51%	25,500	51%
IL&FS Transportation Networks Limited	24,500	49%	24,500	49%

### e. Shareholding of Promoters

	As at March 31, 2023		
	No. of Shares held	% of Holding	% Change during the year
Noida Toll Bridge Company Limited	25,500	51%	-
IL&FS Transportation Networks Limited	24,500	49%	-

	As at March 31, 2022		
	No. of Shares held	% of Holding	% Change during the year
Noida Toll Bridge Company Limited	25,500	51%	-
IL&FS Transportation Networks Limited	24,500	49%	-

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

	As at March 31, 2023	As at March 31, 2022
<b>11. OTHER EQUITY</b>		
<b>Statement of Profit &amp; Loss</b>		
Opening balance	(9.93)	(41.62)
Profit/(loss) for the year	14.27	31.69
	<b>4.34</b>	<b>(9.93)</b>
<b>Other Comprehensive Income</b>		
Opening balance	(18.79)	(19.12)
During the year	0.35	0.33
	<b>(18.44)</b>	<b>(18.79)</b>
	<b>(14.10)</b>	<b>(28.72)</b>
<b>12. PROVISIONS</b>		
<b>(i) Non Current</b>		
(a) Provision for Employee Benefits	3.29	6.43
	<b>3.29</b>	<b>6.43</b>
<b>(ii) Current</b>		
(a) Provision for Employee Benefits	9.79	10.06
(b) Provision for repair (Refer Note below)	-	-
	<b>9.79</b>	<b>10.06</b>
<b>Notes:</b>		
<b>Movement of provision for repair</b>		
Opening balance	-	12.00
Add: Provision created for routine maintenance		
Less: Maintenance activities carried out in current financial year		(12.00)
Closing balance	-	-
<b>13. TRADE PAYABLE</b>		
a) Total outstanding dues of micro enterprises and small enterprises	18.25	27.99
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	2.21	23.48
	<b>20.46</b>	<b>51.47</b>

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

### Disclosure as per the Micro, Small and Medium Enterprises Development (MSMED) Act 2006

Particulars	As at March 31, 2023	As at March 31, 2022
The principal amount remaining unpaid to any supplier	18.25	27.99
Interest Due thereon	-	-
Interest paid in term of section 16 of the Micro Small and Medium Enterprises Development Act	-	-
Interest due and payable for the period of delay making payment other than the interest specified	-	-
Interest accrued and remaining unpaid	-	-
Further interest remaining due and payable even in the succeeding year for the purpose of disallowance of a deductible under section 23 of the Micro, Small and Medium Enterprise Development Act 2006	-	-

Due to Micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management.

### Trade Payable Ageing Schedule

Particulars	Outstanding as at March 31, 2023					Total
	Not Due	Less Than 1 year	1-2 years	2-3 years	More than 3 years	
a) MSME	11.55	-	-	-	6.70	18.25
b) Others	-	0.90	1.32	-	-	2.22
c) Disputed dues MSME	-	-	-	-	-	-
d) Disputed dues Others	-	-	-	-	-	-
	<b>11.55</b>	<b>0.90</b>	<b>1.32</b>	-	<b>6.70</b>	<b>20.47</b>

### Trade Payable Ageing Schedule

Particulars	Outstanding as at March 31, 2022					Total
	Not Due	Less Than 1 year	1-2 years	2-3 years	More than 3 years	
a) MSME	-	21.29	-	-	6.70	27.99
b) Others	-	22.68	-	0.80	-	23.48
c) Disputed dues MSME	-	-	-	-	-	-
d) Disputed dues Others	-	-	-	-	-	-
	-	<b>43.97</b>	-	<b>0.80</b>	<b>6.70</b>	<b>51.47</b>

	As at March 31, 2023	As at March 31, 2022
<b>14. OTHER FINANCIAL LIABILITY- CURRENT</b>		
(a) Expenses Payable	1.98	4.60
(b) Interest Accrued and due	18.79	18.79
(c) Other payables	7.65	8.63
	<b>28.42</b>	<b>32.02</b>
<b>15. OTHER CURRENT LIABILITY</b>		
(a) Statutory Dues	5.36	4.28
	<b>5.36</b>	<b>4.28</b>

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

	Year ended March 31, 2023	Year ended March 31, 2022
<b>16. INCOME FROM OPERATIONS</b>		
Operation & Maintenance Fees	240.00	240.00
	<b>240.00</b>	<b>240.00</b>
<b>17. OTHER INCOME</b>		
Interest income	1.01	0.46
Other Misc income	-	0.14
	<b>1.01</b>	<b>0.60</b>
<b>18. OPERATING EXPENSES</b>		
Power & Fuel Exps	6.15	5.64
Security Charges	73.86	69.35
Stores & Spares Expenses	2.50	1.52
Vehicle Running & Maint. (Patrolling & Maint.)	4.05	4.32
Bridge Repair & Maintenance	53.99	54.24
	<b>140.55</b>	<b>135.07</b>
<b>19. EMPLOYEE COST</b>		
Salaries, Wages & Bonus	24.99	26.69
Contribution to Provident Fund & others	3.00	3.18
Staff Welfare Expenses	1.26	1.25
	<b>29.25</b>	<b>31.12</b>
<b>20. FINANCE COST</b>		
Bank Charges	0.02	0.01
	<b>0.02</b>	<b>0.01</b>
<b>21. OTHER EXPENSES</b>		
Legal & Professional Charges*	50.97	40.45
Insurance	0.19	0.12
Travelling & Conveyance	-	0.02
Telephone, Internet & Postage	1.28	1.46
Printing & Stationery	0.14	0.10
Other Expenses	3.64	0.02
	<b>56.22</b>	<b>42.17</b>
<b>*Legal &amp; Professional charges includes payment to auditors</b>		
Statutory Audit	2.00	2.00
Tax Audit	-	-
	<b>2.00</b>	<b>2.00</b>

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

### 22. EARNING/ (LOSS) PER SHARE

Particulars	As at March 31, 2023	As at March 31, 2022
A. Number of Equity shares of Rs. 10 each fully paid up at the beginning of the period	50,000	50,000
B. Number of Equity shares of Rs. 10 each fully paid up at the period end	50,000	50,000
C. Weighted Average number of Equity Shares outstanding during the period	50,000	50,000
D. Net Profit for the period (Rs. in lacs)	14.27	31.69
E. Basic / Diluted Profit per Share (Rs. in lacs)	28.54	63.38
F. Nominal value of Equity Share (Rs.)	28.54	63.38

23. Taking cognizance of financial crisis in IL&FS Limited, Union of India has filed petition against IL&FS limited u/s 241 and 242 of the Companies Act, 2013 on October 01, 2018 to suspend existing Board of Directors and appoint its nominees as directors of IL&FS Limited to manage the affairs of the IL&FS Limited and its Group Companies. NCLT vide its order dated October 31, 2018 has directed the Union of India to implead all Group Companies as party respondent in the matter. Accordingly the Company, being Group Entity of the IL&FS Limited has become party to the matter.

Further re-opening of the books of accounts, Investigations by Serious Fraud Investigation Office ("SFIO") and other regulatory agencies and forensic examination by Grant Thornton India LLP is under process for certain group entities, however the same does not have any impact on the financial statements/operations of the Company.

Pursuant to NCLAT order dated February 04, 2019, IL&FS Limited has segregated the Group Entities into Green/Amber/Red Category. The Company has been classified as Red Entity (i.e. entity which can't meet their payment obligations even towards senior secured financial creditors) based on 12 months cash flow.

Total liabilities of the Company exceeds its total assets by INR 9.10 lacs as on March 31, 2023. The Company is economically dependent on its parent Company for necessary financial and other assistance. The continuity of the Company as a going concern is subject to continuation of O&M agreement with its parent Company. Considering the ongoing O&M agreement, the accounts of the Company have been prepared under going concern assumptions.

### 24. CONTINGENT LIABILITIES

	As at March 31, 2023	As at March 31, 2022
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for	NIL	NIL
(ii) Claims not acknowledged as debt by the Company	NIL	NIL

### 25. CAPITAL COMMITMENTS

There is no capital commitments.

### 26. PENDING LITIGATION

- a) Assessing Officer has made addition of INR 95.50 lacs and INR 84.59 lacs during the Income tax assessment proceedings of FY 2012-13 and FY 2013-14 u/s 143 of the Income Tax Act 1961. Due to accumulated losses, these additions have not resulted into any demand by the tax department. The Company has filed appeal before the Hon'ble CIT(A). On 06.11.2021, the company has received an ex-parte order from CIT(A) for F.Y 2012-13 confirming the assesment order. Accordingly, the company has filed an appeal with Income Tax Appellate Tribunal (ITAT) on December 07, 2021 against CIT(A) ex-parte order. ITAT has passed an order dated April 26, 2022 whereby the case has been restored to the file of CIT(A). Appellate order is awaited as on date for F.Y 2013-14. The Management is confident about favourable order from CIT(A).
- b) Five employees (whose services were terminated by the Company) have filed complaints against their removal to Labour department. The Company is pursuing the matter with the department. Based on discussion with legal counsel, the management is of the view that there is reasonable certainty of success and there will not be any impact on the financial position of the Company.

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

### 27. EMPLOYEES BENEFIT OBLIGATION

#### A. Defined-contribution plans

- (i) The company offers its employees defined contribution benefits in the form of provident fund. Provident fund cover substantially all regular employees. Both the employees and the Company pay predetermined contributions into the provident fund.

A sum of Rs.1.64 Lacs (previous year Rs.1.76 Lacs) has been charged to the Statement of Profit and Loss in this respect.

#### B. Defined-benefit plans:

Gratuity is computed as 15 days salary, for every completed year of service or part there of in excess of 6 months and is payable on retirement/termination/resignation. The benefit vests on the employee completing 5 years of service. The Gratuity plan for the Company is a defined benefit scheme and the Company makes provision of such gratuity asset/ liability in the books of accounts on the basis of actuarial valuation.

The following table summarises the components of net expense recognised in the statement of profit & loss and amounts recognised in the balance sheet for gratuity.

<b>Net Benefit Expenses</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Current service cost	0.61	0.59
Interest cost on benefit obligation	0.49	0.54
Expected return on plan assets	(0.25)	(0.34)
<b>Components of defined benefit costs recognised in profit or loss</b>	<b>0.85</b>	<b>0.79</b>
<b>Remeasurement on the net defined benefit liability:</b>		
Return on plan assets (excluding amounts included in net interest expense)	0.06	(0.10)
Actuarial gains / (losses) arising from changes in demographic assumptions	-	-
Actuarial gains / (losses) arising from changes in financial assumptions	0.19	0.33
Actuarial gains / (losses) arising from experience adjustments	0.10	0.10
<b>Components of defined benefit costs recognised in other comprehensive income</b>	<b>0.35</b>	<b>0.33</b>

<b>Net Benefit Expenses</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Benefit Asset/ (Liability)</b>		
Defined benefit obligation	7.68	6.86
Fair value of plan assets	7.27	3.46
<b>Benefit Asset/ (Liability)</b>	<b>(0.41)</b>	<b>(3.40)</b>
<b>Changes in the present value of the defined benefit obligation:</b>		
Opening defined benefit obligation	6.86	8.04
Acquisition Adjustment		-
Interest cost	0.49	0.54
The Financial Statements were approved for issue by the Board of Directors on May 30, 2022.	0.61	0.59
Benefits Paid		(1.88)
Net actuarial gain/(loss) recognised in year	(0.28)	(0.43)
<b>Closing defined benefit obligation</b>	<b>7.68</b>	<b>6.86</b>

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

Net Benefit Expenses	As at March 31, 2023	As at March 31, 2022
<b>Changes in the fair value of plan assets:</b>		
Opening fair value of plan assets	3.46	5.10
Expected return	0.31	0.24
Contributions	3.50	-
Benefit Paid	-	(1.88)
<b>Closing fair value of plan assets</b>	<b>7.27</b>	<b>3.46</b>

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

- If the discount rate is .50% higher (lower), the defined benefit obligation would decrease by Rs 0.36 lacs (increase by Rs 0.39 lacs) (as at March 31, 2022: decrease by Rs. 0.35 lacs (increase by Rs. 0.38 lacs))
- If the expected salary growth increases (decreases) by .50%, the defined benefit obligation would increase by Rs. 0.40 lacs (decrease by Rs 0.37 lacs) (as at March 31, 2022: increase by Rs. 0.38 lacs (decrease by Rs. 0.36 lacs))

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Company's best estimate of contribution during next year is Rs. 0.66 lacs (PY Rs. 0.90 lacs)

The principal assumptions used in determining pension and post-employment benefit obligations for the Company's plans are shown below:

	As at March 31, 2023	As at March 31, 2022
Discount rate	7.37%	7.13%
Future salary increases	6.50%	6.50%

### 28. LIST OF RELATED PARTIES AND TRANSACTIONS / OUTSTANDING BALANCES:

Nature of Relationship	Name of Entity	Abbreviation used
Holding Company :	Noida Toll Bridge Company Ltd	NTBCL
Company holding substantial Interest in voting power of the company	IL&FS Transportation Networks Limited	ITNL
Key Management Personnel ("KMP")	Mr Rajiv Jain	RJ
	Mr Gagan Singhal	GS
	Mr Amit Agrawal	AA

(i) Holding Company

#### Noida Toll Bridge Company Ltd

Transactions	Year ended March 31, 2023	Year ended March 31, 2022
Service fees	240.00	240.00
Reimbursement of Expenses (Charged)	-	6.06
Reimbursement of Expenses (expense)	-	19.05

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

<b>Outstanding balances</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Interest accrued and due	18.79	18.79
Other payables	-	11.89
Equity as at the period end	2.55	2.55
ii) Company holding substantial Interest in voting power of the company		
<b>IL&amp;FS Transportation Networks Limited</b>		
<b>Outstanding balances</b>		
Reimbursement of Expense		
Equity as at the year end	2.45	2.45

### 29. DEFERRED TAX ASSET HAS NOT BEEN RECOGNISED IN VIEW OF UNCERTAINTY OF REVERSAL OF THE SAME IN THE NEAR FUTURE.

### 30. RATIOS

	31-Mar-23	31-Mar-22	Formula	% Variation	Reason for Variation
(i) Current Ratio	0.87	0.78	Current Assets / Current Liabilities	11%	Not Applicable
(ii) Debt Equity Ratio : *	N.A	N.A	Long term debt/ Shareholder's Fund	N.A	
(iii) Debt Service Coverage Ratio*	N.A	N.A	(Profit before interest, Depreciation and Tax) / (Interest + Principal Repayment)	N.A	
(iv) Return on Equity Ratio***	N.A	N.A	Net profit after tax / Average Shareholder's funds	N.A	
(v) Inventory Turnover Ratio**	N.A	N.A	Cost of good sold/ Average Inventory	N.A	
(vi) Trade Receivable Turnover Ratio**	N.A	N.A	Net Credit Sales/ Average Trade Receivable	N.A	
(vii) Trade Payable Turnover Ratio	5.47	4.85	Total Supplier Purchases / Average Trade Payable	13%	Not Applicable
(viii) Net Capital Turnover Ratio	(28.22)	(11.20)	Sales Revenue / Working Capital	152%	Due to reduction in current liabilities (i.e. advance from customer/ trade payable)
(ix) Net Profit Ratio	5.9%	13.2%	Net profit / Net Sales	-55%	Due to increase in sub contractor expenses
(x) Return on Capital employed***	N.A	N.A	Earning before Interest and taxes / Capital Employed	N.A	
(xi) Return on investment****	N.A	N.A	Gain on investment/ Time weighted average Investment	N.A	

\* There is no debts in the company. Hence, Debt equity and Debt Service Coverage ratio are not applicable to Company

\*\* There is no Inventory and trade receivable in the company. Hence, trade receivable turnover and Inventory turnover ratio are not applicable to Company

\*\*\*There is negative shareholder's fund and negative capital employed in the company. Hence, these ratios are not applicable to Company

\*\*\*\* The Company does not have any investment, hence not applicable

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

### 31. CAPITAL MANAGEMENT

The company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Company does not have outstanding debt as at the end of the year.

#### 31.1 Categories of financial instruments

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Financial assets</b>		
<b>Financial Assets measured at amortised cost</b>		
Cash and bank balances	9.00	7.12
Loan	3.60	4.89
<b>Financial liabilities</b>		
<b>Financial Liabilities measured at amortised cost</b>		
Trade Payables	20.46	51.47
Others	28.42	32.02

### 32. FINANCIAL RISK MANAGEMENT OBJECTIVES

The Company's board of directors has overall responsibility for the establishment and oversight of the risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

#### 32.1 Interest rate risk management

The company is not exposed to interest rate risk because it borrows funds primarily at fixed interest rates

#### 32.2 Credit Risk Management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and its financing activities (primarily loans given).

#### 32.3 Liquidity risk Management

The Company manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following tables detail the Company's remaining contractual maturity for its financial liabilities with agreed repayment periods.

Particulars	March 31,2023			March 31,2022		
	Non Interest Bearing	Variable interest rate instruments	Fixed interest rate instruments	Non Interest Bearing	Variable interest rate instruments	Fixed interest rate instruments
<b>Weighted average effective interest rate (%)</b>						
upto 1 year	48.88	-	-	83.49	-	-
1-5 years	-	-	-	-	-	-
5+ years	-	-	-	-	-	-
<b>Total</b>	<b>48.88</b>	<b>-</b>	<b>-</b>	<b>83.49</b>	<b>-</b>	<b>-</b>

## NOTES FORMING PART OF STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

The following table details the Company's expected maturity for its financial assets.

Particulars	March 31,2023			March 31,2022		
	Non Interest Bearing	Variable interest rate instruments	Fixed interest rate instruments	Non Interest Bearing	Variable interest rate instruments	Fixed interest rate instruments
<b>Weighted average effective interest rate (%)</b>			2.5%			2.5%
upto 1 year	9.00	-	1.33	7.12	-	1.29
1-5 years	-	-	2.27	-	-	3.60
5+ years	-	-		-	-	
<b>Total</b>	<b>9.00</b>	<b>-</b>	<b>3.60</b>	<b>7.12</b>	<b>-</b>	<b>4.89</b>

### 33. RECENT ACCOUNTING PRONOUNCEMENTS

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statement.

### 34. FUND DISCLOSURE

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

### 35. APPROVAL OF FINANCIAL STATEMENTS

The Financial Statements were approved for issue by the Board of Directors on May 24, 2023.

**For Luthra & Luthra LLP**  
**Chartered Accountants**  
**Reg. No. 002081N/N500092**

**Naresh Agrawal**  
 Partner  
 (M. No. 504922)  
 UDIN:- 23504922BGWJUG8513

Place: New Delhi  
 Date: May 24, 2023

**For ITNL Toll Management Services Limited**

**Rajiv jain**  
 Director  
 DIN-07784179

Chief General Manager  
 Place: Noida  
 Date: May 24, 2023

**Gagan Singhal**  
 Director  
 DIN- 02549045

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# **CONSOLIDATED ACCOUNTS >>**

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## INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

### TO THE MEMBERS OF NOIDA TOLL BRIDGE COMPANY LIMITED

#### Opinion

We have audited the consolidated financial statements of **NOIDA TOLL BRIDGE COMPANY LIMITED** (the "Holding Company") and its subsidiary – ITNL Toll Management Services Limited (the Holding Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act"), in the manner so required and give a true and fair view, in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS"), and other accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2023, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI), together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

#### Emphasis of Matter

We draw attention to the following:

(a) Note 33(i) to the consolidated financial statements, in

which, pending the outcome of the Holding Company's appeal before the Hon'ble Supreme Court against the order of the Hon'ble High Court of Allahabad, stalling the levy and collection of toll fee, the Board has taken a stand, based on a legal opinion and reliance placed on the provisions of the Concession Agreement relating to compensation and other recourses, that the underlying value of the intangible and other assets is not impaired.

- (b) Note 33(ii) to the consolidated financial statements, as per which, in addition to the existing income tax demand on the Holding Company of Rs 1,34,002.60 lakhs for various assessment years between 2006-07 to 2014-15, the Holding Company was served an additional tax demand for the said years aggregating Rs.10,89,330 lakhs along with imposition of an equivalent amount of penalty, i.e. Rs. 10,89,330 lakhs for the said assessment years and also income tax demand for assessment years 2016-17, 2017-18 and 2018-19 aggregating Rs. 78,671.39 lakhs, thus resulting in a total demand of Rs 23,91,333.99 lakhs. The Management of the Holding Company is of the view that the above demands are devoid of any justification or merit and that the Holding Company is confident of getting a favourable decision. Consequently, the Holding Company has not made any provision for the amount of tax demand in its financial statements.
- (c) Note 31 to the consolidated financial statements, which relates to the Order dated March 12, 2020, of the Hon'ble NCLAT, confirming October 15, 2018, as the cut-off date for initiation of resolution process for IL&FS and its group companies. The said Order provides moratorium against actions by creditors against IL&FS and its group companies including the Holding Company. Consequently, the Holding Company has not made a provision for interest on loans taken from ICICI Bank Limited and IL&FS Transportation Networks Limited (ITNL), aggregating Rs 1,170.31 lakhs, for the year ended March 31, 2023 and Rs. 4,408.84 lakhs upto March 31, 2023.

Our opinion is not modified in respect of the above matters

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr.No.	Key Audit Matter	Auditor's Response
1.	<p><b>Evaluation of uncertain tax positions</b></p> <p>The Group has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p>	<p><b>Principal Audit Procedures</b></p> <p>Obtained details of completed tax assessments, demands and other relevant correspondences for the year ended March 31, 2023 from the management. We also reviewed management's stand in the Appeal Petitions filed by the Holding Company. We</p>

Sr.No.	Key Audit Matter	Auditor's Response
	Refer note 32(iii) and 33(ii) to the consolidated financial statements.	discussed the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. We also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions.
2.	<p><b>Suspension of Toll Operations at NOIDA DND Toll Flyway as per the Order of the Hon'ble Supreme Court.</b></p> <p>On the Public Interest Litigation filed in 2012, challenging the validity of the Concession Agreement and seeking the Concession Agreement to be quashed, the Hon'ble Allahabad High Court followed by Hon'ble Supreme Court has directed the Company to stop collecting the toll fee. Consequently collection of toll fee has been suspended since October 2016. Refer note 33(i) to the consolidated financial statements.</p>	<p><b>Principal Audit Procedures</b></p> <p>We have reviewed the Concession Agreement initially entered into by the Holding Company with NOIDA, together with the Order of Hon'ble Supreme Court dated November 2016 denying interim stay to the company from collecting user fee.</p> <p>We have reviewed the stand taken by the Holding Company and the proposal of modification of the Concession Agreement which the Holding Company has submitted to NOIDA.</p> <p>We have also reviewed the orders of the Arbitration Proceedings on the claims and counter claims filed by both the Holding Company and NOIDA.</p> <p>Further, we reviewed the Order dated April 12, 2019, of the Hon'ble Supreme Court directing stay on the Arbitral Proceedings and also the Company's application filed in the Hon'ble Supreme Court on January 31, 2020, seeking vacation of interim stay. Although the matter has been listed before the Hon'ble Supreme Court on several dates from September 21, 2020, final adjudication by the Hon'ble Supreme Court is pending</p>
3.	<p><b>Evaluation of National Company Law Tribunal (NCLT) Order:</b></p> <p>IL&amp;FS is the promoter and majority shareholder of ITNL, while ITNL is the promoter of the Holding Company. On October 1, 2018, NCLT has passed an order under the provisions of Section 241 and 242 of the Companies Act, 2013. The Holding Company being a group company is also a party to it.</p> <p>National Company Law Appellate Tribunal (NCLAT) passed an interim order dated October 15, 2018, granting a moratorium on all creditor actions against IL&amp;FS and its group companies. The Hon'ble NCLAT, vide its order dated March 12, 2020, has approved the revised resolution plan submitted by the new board of directors and has also approved October 15, 2018, as the cut-off date for initiation of resolution process for IL&amp;FS and its group companies.</p> <p>Basis the above, the Holding Company has not made a provision for interest on loan taken from ICICI Bank Limited and ITNL, aggregating Rs. 1,170.31 lakhs, for the year ended March 31, 2023 and Rs. 4,408.84 lakhs upto March 31, 2023. Refer note 31 to the consolidated financial statements.</p>	<p><b>Principal Audit Procedures</b></p> <p>We have reviewed the orders uploaded on the NCLT website relating to the Holding Company, have read all the updates provided to the stock exchange by the Holding Company in relation to the NCLT matter and have also reviewed the Hon'ble NCLAT's Order dated March 12, 2020.</p>
4.	<p><b>Arrears of outdoor advertising &amp; licence fee</b></p> <p>The Holding Company has received a demand notice dated September 28, 2018 from NOIDA amounting to Rs. 369 lakhs towards arrears of outdoor advertising and further demand notices during December 2018 and April 2019, aggregating Rs. 476 lakhs, towards arrears of licence fee, for which no provision has been made by the Holding Company.</p>	<p><b>Principal Audit Procedures</b></p> <p>Our audit approach was appraisal of arrangement / agreements and legal stand taken by the Holding Company.</p> <p>Reviewed the Advertisement Policy of NOIDA and the permission letter received by the company for the display of outdoor advertisement. Correspondence between Holding Company and NOIDA was also reviewed wherein the Holding</p>

Sr.No.	Key Audit Matter	Auditor's Response
	Refer note 33(v) to the consolidated financial statements.	<p>Company has requested to keep the demand in abeyance as the matter has been referred to Arbitration.</p> <p>Holding Company has also served copy of NCLAT Order dated October 15, 2018, wherein moratorium has been granted to the Group against all creditor actions.</p>

### Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of the Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act, with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance (including consolidated other comprehensive income), consolidated changes in equity and the consolidated cash flows of the Group, in accordance with the accounting principles generally accepted in India, including the accounting standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records, in accordance with the provisions of the Act, for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively, for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements, that give a true and fair view and are free from

material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in this Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless the Board of Directors either intends to liquidate the respective Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the group are also responsible for overseeing the Group's financial reporting process.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain, reasonable assurance about whether the consolidated financial statements, as a whole, are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit, in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and its subsidiary incorporated in India has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors. For the other entities or business activities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are, therefore, the key audit matters. We describe these matters in our auditor's report, unless law or regulation precludes public disclosure about the matter, or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matter**

We did not audit the financial statements of the subsidiary of the Holding Company which is included in the consolidated financial statements, which has been audited by other auditor

and whose audit report has been furnished to us and which reflects total revenue of Rs. 241.01 lakhs and net profit of Rs.14.62 lakhs for the year ended March 31, 2023 and total assets of Rs.58.23 lakhs as at year ended March 31, 2023. Our opinion in respect thereof is based solely on the audit report of such other auditor.

Our opinion is not modified in respect of the above matter.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account, as required by law, have been kept by the Group, so far as it appears from our examination of those books.
  - (c) The consolidated balance sheet, the consolidated statement of profit and loss including other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this report, are in agreement with the books of accounts.
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on March 31, 2023, taken on record by the Board of Directors of the Holding Company, none of the directors of the Group Companies are disqualified as on March 31, 2023, from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in Annexure "A" which is based on the auditor's report of the Holding Company and its subsidiary Company incorporated in India.
  - (g) With respect to the other matters to be included in the Auditor's Report, in accordance with the requirements of section 197(16) of the Act, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act ; and
  - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Group has disclosed the impact of the pending litigations on its financial position in its consolidated financial statements – refer note 33 to the consolidated financial statements;

- ii. The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.
- iv. (a) The management of the Group has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries"), or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The management of the Group has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Group from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group, shall, whether, directly or indirectly, lend or invest, in other persons or entities identified in any manner whatsoever, by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Group, had not proposed dividend in the previous year, has not declared and paid interim dividend in the current year and has not proposed dividend for the current year. Hence, the question of compliance with Section 123 of the Act does not arise.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable with effect from April 1, 2023 to the Company and its subsidiary, which are companies incorporated in India, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
2. With respect to the matters specified in paragraphs 3 (xxi) and 4 of the Companies (Auditors Report) Order, 2020 (the "order" / "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's Report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Holding company and by the other auditor for the subsidiary Company included in the consolidated financial statements of the Holding Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO Reports.

**For N.M. Raiji & Co.  
Chartered Accountants  
Firm Registration No. 108296W**

**Vinay D. Balse  
Partner**

**Place: Mumbai  
Date: May 24, 2023**

**Membership No.: 039434  
UDIN: 23039434BGWHWJ3840**

## **ANNEXURE "A" TO THE AUDITORS REPORT**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **NOIDA Toll Bridge Company Limited** ("the Holding Company") and its subsidiary company incorporated in India, as of March 31, 2023, in conjunction with our audit of the consolidated financial statements of the Holding Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Board of Directors of the Holding Company and its subsidiary company, which is incorporated in India, are responsible for establishing and maintaining internal financial

controls based on the internal control over financial reporting criteria established by the respective Companies, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting, issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively, for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records,

and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Holding Company and its subsidiary company, which is incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding Company and its subsidiary company, which is incorporated in India.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary company, which is incorporated in India, has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For N.M. Raiji & Co.  
Chartered Accountants  
Firm Registration No. 108296W**

**Vinay D. Balse  
Partner**

**Place: Mumbai  
Date: May 24, 2023**

**Membership No.: 039434  
UDIN: 23039434BGWHWJ3840**

## CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2023

(Rs. in Lakh)

Particulars	Note	As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>Non Current Assets</b>			
(a) (i) Property, plant and equipment	3	385.74	660.08
(ii) Other Intangible assets	4	29,632.02	33,467.59
(b) Financial Assets			
(i) Loans	5 (i)	2.28	3.60
(ii) Other Financial Assets	6	33.61	33.61
(c) Income Tax assets	12	2,355.00	2,355.00
<b>Total Non-Current Assets</b>		<b>32,408.65</b>	<b>36,519.88</b>
<b>Current Assets</b>			
(a) Inventories	8	-	16.21
(b) Financial Assets			
(i) Trade receivables	9	96.54	818.10
(ii) Unbilled Receivable		115.00	16.49
(iii) Cash & Cash Equivalents	10	158.27	148.48
(iv) Other Bank Balance	11	3,951.68	1,320.80
(v) Loans	5 (ii)	1.33	1.29
(c) Current Tax assets	13	1,364.32	1,301.65
(d) Other Current Assets	7	130.11	154.75
<b>Total Current Assets</b>		<b>5,817.25</b>	<b>3,777.77</b>
<b>TOTAL ASSETS</b>		<b>38,225.90</b>	<b>40,297.65</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Share Capital	14	18,619.50	18,619.50
(b) Other Equity	15	4,998.40	8,517.30
Total Equity attributable to shareholders of the Company		23,617.90	27,136.80
Non Controlling Interest		(6.91)	(14.08)
<b>Total Equity</b>		<b>23,610.99</b>	<b>27,122.72</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Other Financial Liabilities	17 (i)	1,864.16	686.19
(b) Other non-Current Liabilities	21 (i)	50.37	-
(c) Provisions	18 (i)	12.07	14.85
(d) Deferred tax Liabilities (net)	19	0.00	0.00
<b>Total Non-Current Liabilities</b>		<b>1,926.60</b>	<b>701.04</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	16	6,670.81	6,670.81
(ii) Trade payables	20	171.03	225.80
(iii) Other Financial Liabilities	17 (ii)	280.60	322.45
(b) Other current liabilities	21 (ii)	1,435.44	1,385.91
(c) Provisions	18 (ii)	4,130.43	3,868.92
<b>Total Current Liabilities</b>		<b>12,688.31</b>	<b>12,473.89</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>38,225.90</b>	<b>40,297.65</b>
Notes forming part of the consolidated financial statements	1-42		

In terms of our report attached

**For N. M. Raiji & Co**  
Chartered Accountants  
Firm Registration No.: 108296W

**Vinay D. Balse**  
Partner  
(Membership No.: 039434)  
UDIN: 23039434BGWHWJ3840

**For and on behalf of**  
**Noida Toll Bridge Company Limited**

**Dheeraj Kumar**  
Executive Director  
DIN No.: 07046151

**Rajiv Jain**  
Chief Financial Officer

**Dilip Bhatia**  
Director  
DIN No.: 01825694

**Gagan Singhal**  
Company Secretary  
M. No.: F-7525

**Place:** Mumbai  
**Date:** May 24, 2023

**Place:** Noida  
**Date:** May 24, 2023

## STATEMENT OF CONSOLIDATED PROFIT & LOSS AS AT MARCH 31, 2023

(Rs. in Lakh)

Particulars	Note	Year ended March 31, 2023	Year ended March 31, 2022
<b>Income</b>			
Revenue from Operation	22	2,372.43	1,613.68
Other Income	23	310.41	109.51
<b>Total Income</b>		<b>2,682.84</b>	<b>1,723.19</b>
<b>Expenses</b>			
Operating expenses	24	1,433.45	1,004.27
Employee benefits expense	25	117.06	114.22
Finance costs	26	2.36	2.58
Depreciation and amortization expense	4&5	4,121.39	4,190.15
Other expenses	27	521.48	526.88
<b>Total Expenses</b>		<b>6,195.74</b>	<b>5,838.10</b>
<b>Profit / (Loss) before taxation</b>		<b>(3,512.90)</b>	<b>(4,114.91)</b>
<b>Tax Expense:</b>	28		
(1) Current Tax		0.35	-
(2) Deferred Tax		-	-
		<b>0.35</b>	<b>-</b>
<b>Profit / (Loss) after tax</b>		<b>(3,513.25)</b>	<b>(4,114.91)</b>
<b>Other Comprehensive Income</b>			
Actuarial gain/(loss) in respect of defined benefit plan		1.51	(1.55)
		<b>1.51</b>	<b>(1.55)</b>
<b>Total comprehensive Income</b>		<b>(3,511.74)</b>	<b>(4,116.46)</b>
<b>Profit / (Loss) for the year attributable to:</b>			
- Owners of the Company		(3,520.24)	(4,130.44)
- Non-controlling interests		6.99	15.53
		<b>(3,513.25)</b>	<b>(4,114.91)</b>
<b>Other comprehensive income for the year attributable to</b>			
- Owners of the Company		1.34	(1.71)
- Non-controlling interests		0.17	0.16
		<b>1.51</b>	<b>(1.55)</b>
<b>Total comprehensive income for the year attributable to</b>			
- Owners of the Company		(3,518.90)	(4,132.15)
- Non-controlling interests		7.16	15.69
		<b>(3,511.74)</b>	<b>(4,116.46)</b>
<b>Earning per Equity Share- Basic &amp; Diluted (Rs.)</b>	29	(1.89)	(2.21)
Notes forming part of the consolidated financial statements	1-42		

The accompanying notes are an integral part of the financial statements

### In terms of our report attached

**For N. M. Raiji & Co**  
Chartered Accountants  
Firm Registration No.: 108296W

**Vinay D. Balse**  
Partner  
(Membership No.: 039434)  
UDIN: 23039434BGWHWJ3840

**Place:** Mumbai  
**Date:** May 24, 2023

**For and on behalf of**  
**Noida Toll Bridge Company Limited**

**Dheeraj Kumar**  
Executive Director  
DIN No.: 07046151

**Rajiv Jain**  
Chief Financial Officer

**Place:** Noida  
**Date:** May 24, 2023

**Dilip Bhatia**  
Director  
DIN No.: 01825694

**Gagan Singhal**  
Company Secretary  
M. No.: F-7525

## CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Profit / (Loss) for the year	(3,512.90)	(4,114.91)
Adjustments For :		
Depreciation	4,121.39	4,190.15
Finance Charges	2.36	2.58
Provision for diminution value of inventory	16.22	16.21
Profit/(Loss) on sale of Fixed Assets	(0.16)	-
Interest Income	(297.65)	(62.40)
<b>Operating profit / (Losses) before working capital changes</b>	<b>329.26</b>	<b>31.63</b>
<b>Adjustments for Movement in Working Capital:</b>		
Decrease / (Increase) in Trade Receivable	721.55	257.98
Decrease / (Increase) in Loans and Advances	(77.77)	(55.02)
Increase / (Decrease) in Current & Non - Current Liabilities	1,474.48	106.61
<b>Cash generated from operations</b>	<b>2,447.52</b>	<b>341.20</b>
Tax (Paid) / Refund	(62.66)	(89.02)
<b>Net Cash From / (used in ) operating activities</b>	<b>(A) 2,384.86</b>	<b>252.18</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase / Addition to Fixed Assets	(11.48)	(115.97)
Proceeds from Sale of fixed Assets	0.16	-
Deposit with Bank	(2,630.00)	(100.00)
Proceeds from Deposits	22.06	-
Interest Received	246.55	52.39
<b>Net Cash Used for Investing Activities</b>	<b>(B) (2,372.71)</b>	<b>(163.58)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Interest and Finance Charges Paid	(2.36)	(2.58)
<b>Net Cash used in Financing Activities</b>	<b>(C) (2.36)</b>	<b>(2.58)</b>
<b>Net Increase /(Decrease) in Cash and Cash Equivalents</b>	<b>(A+B+C) 9.79</b>	<b>86.02</b>
Cash and Cash Equivalents as at beginning of the year	148.48	62.46
<b>Cash and Cash Equivalents as at end of the year</b>	<b>158.27</b>	<b>148.48</b>
<b>Components of Cash and Cash Equivalents as at:</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
Cash in hand	0.40	0.52
Balances with the scheduled banks:		
- In Current accounts	157.87	147.96
- In Deposit accounts	-	-
	<b>158.27</b>	<b>148.48</b>

### In terms of our report attached

**For N. M. Raiji & Co**  
Chartered Accountants  
Firm Registration No.: 108296W

**Vinay D. Balse**  
Partner  
(Membership No.: 039434)  
UDIN: 23039434BGWHWJ3840

**Place:** Mumbai  
**Date:** May 24, 2023

**For and on behalf of**  
**Noida Toll Bridge Company Limited**

**Dheeraj Kumar**  
Executive Director  
DIN No.: 07046151

**Rajiv Jain**  
Chief Financial Officer

**Place:** Noida  
**Date:** May 24, 2023

**Dilip Bhatia**  
Director  
DIN No.: 01825694

**Gagan Singhal**  
Company Secretary  
M. No.: F-7525

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023

### A. Equity Share Capital

Particulars	No. of Shares (in Lakh)	(Rs.in Lakh)
<b>As at April 1, 2021</b>	1,861.95	18,619.50
Issued during the year	-	-
<b>As at March 31, 2022</b>	1,861.95	18,619.50
Issued during the year	-	-
<b>As at March 31, 2023</b>	1,861.95	18,619.50

### B. Other Equity

(Rs. in Lakh)

Particulars	Reserve & Surplus			Other Comprehensive Income	Total
	Securities Premium	Retained Earnings	General Reserve		
<b>As at April 1, 2021</b>	<b>14,462.81</b>	<b>(2,873.68)</b>	<b>1,088.29</b>	<b>(27.97)</b>	<b>12,649.45</b>
Net Profit/(Loss)	-	(4,130.44)	-	-	(4,130.44)
Actuarial gain/(loss) in respect of defined benefit plan	-	-	-	(1.71)	(1.71)
<b>As at March 31, 2022</b>	<b>14,462.81</b>	<b>(7,004.12)</b>	<b>1,088.29</b>	<b>(29.68)</b>	<b>8,517.30</b>
Net Profit/(Loss)	-	(3,520.24)	-	-	(3,520.24)
Actuarial gain/(loss) in respect of defined benefit plan	-	-	-	1.34	1.34
<b>As at March 31, 2023</b>	<b>14,462.81</b>	<b>(10,524.36)</b>	<b>1,088.29</b>	<b>(28.34)</b>	<b>4,998.40</b>

#### In terms of our report attached

**For N. M. Raiji & Co**  
Chartered Accountants  
Firm Registration No.: 108296W

**Vinay D. Balse**  
Partner  
(Membership No.: 039434)  
UDIN: 23039434BGWHWJ3840

**Place:** Mumbai  
**Date:** May 24, 2023

**For and on behalf of**  
**Noida Toll Bridge Company Limited**

**Dheeraj Kumar**  
Executive Director  
DIN No.: 07046151

**Rajiv Jain**  
Chief Financial Officer

**Place:** Noida  
**Date:** May 24, 2023

**Dilip Bhatia**  
Director  
DIN No.: 01825694

**Gagan Singhal**  
Company Secretary  
M. No.: F-7525

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### (1) BACKGROUND

#### (a) Corporate Information

Noida Toll Bridge Company Limited (NTBCL) ('the Company') is a public limited company incorporated and domiciled in India on April 8, 1996 with its registered office at Toll Plaza, Mayur Vihar Link Road, New Delhi- 110091. The equity shares of NTBCL are publicly traded in India on the National Stock Exchange and Bombay Stock Exchange. Global Depository Receipts (GDRs) represented by equity shares of NTBCL were traded on Alternate Investment Market (AIM) of the London Stock Exchange till May 3, 2017.

NTBCL and its subsidiary viz ITNL Toll Management Services Limited are hereinafter referred to as the "Group".

NTBCL has been set up to develop, establish, construct, operate and maintain a project relating to the construction of the Delhi Noida Toll Bridge under the "Build-Own-Operate-Transfer" (BOOT) basis. The Delhi Noida Toll Bridge comprises the Delhi Noida Toll Bridge, adjoining roads and other related facilities, Mayur Vihar Link Road and the Ashram flyover which has been constructed at the landfall of the Delhi Noida Toll Bridge. The Group operates under a single business and geographical segment.

#### (b) Service Concession Arrangement entered into between IL&FS, NTBCL and NOIDA

A 'Concession Agreement' entered into between NTBCL, Infrastructure Leasing and Financial Services Limited (IL&FS, the promoter company) and New Okhla Industrial Development Authority (NOIDA), Government of Uttar Pradesh, conferred the right to the Company to implement the project and recover the project cost, through the levy of fees/ toll revenue, with a designated rate of return over the 30 years concession period commencing from December 30, 1998 i.e. the date of Certificate of Commencement, or till such time the designated return is recovered, whichever is earlier. The Concession Agreement further provides that in the event the project cost with the designated return is not recovered at the end of 30 years, the concession period shall be extended by 2 years at a time until the project cost and the return thereon is recovered. The rate of return is computed with reference to the project costs, cost of major repairs and the shortfall in the recovery of the designated returns in earlier years. As per the certification by the independent auditors, the total recoverable amount comprises project cost and 20% designated return. NTBCL shall transfer the Project Assets to NOIDA in accordance with the Concession Agreement upon the full recovery of the total cost of project and the returns thereon.

In the past, NOIDA has been in discussion with the Company to consider modifications of a few terms of the Concession Agreement. The Company at its July 9, 2015 Board Meeting, approved the draft proposal (subject to approval by NOIDA & Shareholders) for terminating the Concession Agreement and handing over the bridge on March 31, 2031 and freezing the amount payable as on March 31, 2011.

Hon'ble High Court of Allahabad has, vide its Judgement dated October 26, 2016 on a Public Interest Litigation filed in 2012 (challenging the validity of the Concession Agreement and seeking the Concession Agreement to be quashed) directed the Company to stop collecting the user fee holding the two specific provisions relating to levy and collection of fee to be inoperative but refused to quash the Concession Agreement. Consequently, collection of user fee from the users of the NOIDA Bridge has been suspended from October 26, 2016 and an appeal has been filed before Hon'ble Supreme Court of India seeking an Interim Stay on the said Judgment.

On November 11, 2016, Hon'ble Supreme Court issued its Interim Order denying the interim stay and sought assistance of CAG to verify whether the Total Cost of the Project in terms of the Concession Agreement has been recovered or not by the Company. CAG has submitted its report to Hon'ble Supreme Court and the bench has directed on September 14, 2018, that the report submitted by CAG be kept in a sealed cover.

The Special Leave Petition (SLP) is still pending for final adjudication in the Hon'ble Supreme Court. The Company has also notified NOIDA that the Judgement of the Hon'ble Allahabad High Court, read with the Interim Order of the Hon'ble Supreme Court of India constitute a 'change in law' under the Concession Agreement and submitted a detailed proposal for modification of the Concession Agreement, so as to place it in substantially the same legal, commercial and economic position as it was prior to the said change in law. Since NOIDA did not act on the proposal, the Company had sent a notice of arbitration to NOIDA.

The Arbitral Tribunal has been constituted and both the Company and NOIDA have submitted their claims and counter claims. Further, NOIDA had filed an application under Section 16 of the Arbitration and Conciliation Act, 1961, on the maintainability of the arbitration proceedings which was rejected by the Arbitral Tribunal vide order dated August 10, 2018.

NOIDA had filed an application in the Delhi High Court, under Section 34 of the Arbitration and Conciliation Act, 1961, challenging the Arbitral Tribunal order dated August 10, 2018, which has been disposed off by the Delhi High Court on January 31, 2019, without any relief to NOIDA.

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

NOIDA has also filed an application for directions before the Hon'ble Supreme Court seeking a stay on arbitral proceedings. On April 12, 2019, the Hon'ble Supreme Court directed a stay on Arbitral proceedings.

On January 31, 2020, the Company filed an application for vacation of interim stay granted vide order dated April 12, 2019. In view of the outbreak of COVID-19, the functioning of the Supreme Court was limited to urgent matters only. Pursuant to the filing of letter of urgency the matter was heard by the Hon'ble Supreme Court on September 21, 2020, October 5, 2020, November 18, 2020, January 20, 2021, March 16, 2021, April 15, 2021, July 26, 2021, August 10, 2021, September 8, 2021 and subsequently posted for October 26, 2021.

Meanwhile, the Company on October 4, 2021 received a final Notice of demand dated September 30, 2021, from NOIDA, wherein NOIDA raised an alleged demand of Rs 26.05 crores payable by the Company within three days of receipt thereof, failing which NOIDA threatened to remove all advertisement display on the NOIDA side of the DND Flyway. On receipt of the said Notice, the Company filed an interim application on October 4, 2021, before the Hon'ble Supreme Court. Based on the Letter of Urgency/ Mentioning filed by the Company, the matter was listed for hearing on October 26, 2021. In spite of the Company informing all the developments at the Hon'ble Supreme Court to NOIDA, the NOIDA authorities unlawfully removed all the advertisement displays from the NOIDA side of the DND Flyway on October 14, 2021.

Further, on October 26, 2021 the matter was not taken up for hearing by Hon'ble Supreme Court due to paucity of time. The Company once again physically mentioned the Urgency before the Hon'ble Supreme Court on October 28, 2021 and the matter was listed for hearing on November 9, 2021 and subsequently was posted for hearing on December 1, 2021 and December 7, 2021. Subsequently, on December 9, 2021, the matter was mentioned and was heard by the Hon'ble Supreme Court on December 15, 2021, January 6, 2022 and January 10, 2022. On January 19, 2022, the Hon'ble Supreme Court disposed the interim application filed on October 4, 2021, with the direction that the Company may be permitted to put up outdoor advertisements on payment of Rs 125 per square feet per month, in advance, subject to the outcome of the SLP of 2016 filed by the Company.

The SLP was posted for final disposal on March 29, 2022 and thereafter was posted on May 10, 2022, August 23, 2022, October 18, 2022, November 2, 2022 and January 10, 2023 but could not be taken up due to paucity of time on all occasions.

### (2) Significant Accounting Policies

#### (a) Statement of Compliance

The consolidated financial statements have been prepared in accordance with Ind AS, as notified under the Companies (Indian Accounting Standards) Rules, 2015.

#### (b) Basis of Preparation of Consolidated Financial Statements

These consolidated financial statements have been prepared in accordance with the assumption of going concern and on a historical cost basis, except for financial assets and financial liabilities, which have been measured at fair value at the end of each reporting period. The presentation and grouping of individual items in the Balance Sheet, the Statement of Profit & Loss and the Statement of Cash Flows are based on the principle of materiality.

All assets and liabilities have been classified as current or non-current as per the criteria set out in the Companies Act, 2013. The Group has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

Accounting policies have been consistently applied, except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

#### (c) Fair Value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3, based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. For assets and liabilities that are recognised in the balance sheet on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### (d) Basis of Consolidation

These consolidated financial statements incorporate the financial statements of the Company and the entity controlled by the Company. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The financial statements of the Group are consolidated on a line-by-line basis and intra-group balances and transactions, including unrealized gains/ losses from such transactions, are eliminated upon consolidation. These consolidated financial statements are prepared by applying uniform accounting policies in use at the Group. Non-controlling interests which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Company, are excluded.

### (e) Accounting for Rights Under Service Concession Arrangement, Significant Accounting Judgments and Estimates

The preparation of consolidated financial statements in conformity with Ind AS requires the management to make certain estimates, judgements and assumptions that affect the amount reported in these financial statements. Judgements and estimates are evaluated on an ongoing basis and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Changes in estimates are reflected in these financial statements in the period in which the changes are made.

The Group makes estimates and assumptions

concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. Significant assumptions used in accounting for the intangible asset are given below:

- The Group has concluded that as operators of the bridge, it has provided construction services to NOIDA, the grantor, in exchange for an intangible asset, i.e. the right to collect toll from road users during the Concession period. Accordingly, such intangible asset has been measured at cost, i.e. fair value of the construction services. The Group has recognised a profit which is the difference between the cost of construction services rendered (the cost of the project asset) and the fair value of the construction services.
- The exchange of construction services for an intangible asset is regarded as a transaction that generates revenue and costs, which have been recognised by reference to the stage of completion of the construction. Contract revenue has been measured at the fair value of the consideration receivable.
- The Management has capitalised qualifying finance expenses until the completion of construction.
- Such intangible asset is assumed to be received only upon completion of construction and recognised on such completion. Until then, the management has recognised a receivable for its construction services. The fair value of construction services have been estimated to be equal to the construction costs plus margin of 17.5% and the effective interest rate of 13.5% for lending by the grantor. The construction industry margins range between 15-20% and Group has determined that a margin of 17.5% is both conservative and appropriate. The effective interest rate used on the receivable during construction is the normal interest rate which grantor would have paid on delayed payments.
- The Group considers that they will not be able to earn the assured return under the Concession Agreement over 30 years. The Group has an assured extension of the concession as required to achieve project cost and designated returns. Post judgement of Hon'ble High Court of Allahabad dated October 26, 2016, wherein the Group has been directed to stop collecting the user fee has warranted to change the useful life of the intangible asset to 30 years.
- The value of the intangible asset is being amortised over the estimated useful life using straight line method from October 27, 2016 (hitherto in the proportion of the revenue earned for the period to the total estimated toll revenue

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

i.e. revenue expected to be collected over the concession period).

- The carrying value of intangible asset is reviewed for impairment annually or more often if events or changes in circumstances indicate that the carrying value may not be recoverable.
- Development rights will be accounted for as and when exercised.
- **Maintenance obligations:** Contractual obligations to maintain, replace or restore the infrastructure (principally resurfacing costs and major repairs and unscheduled maintenance which are required to maintain the Bridge in operational condition except for any enhancement element) are recognized and measured at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provision for the resurfacing is built up in accordance with the provisions of Ind AS 37. Timing and amount of such cost are estimated and recognised on straight line basis over the period at the end of which the overlay is estimated to be carried out based on technical evaluation by independent experts.

### (f) Foreign Currency Transactions

The functional currency of the Group is Indian Rupees. Transactions in foreign currencies are initially recorded in the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange prevailing on the balance sheet date. The exchange difference arising on account of the difference between the rates prevailing on the date of transaction and on the date of settlement, as also on translation of monetary items at the end of the period/ year is recognized as income or expense, as the case may be, in the Statement of Profit and Loss.

### (g) Intangible Asset

The value of the intangible asset has been measured and recognised on the date of completion of construction at the fair value of the construction services provided. It is being amortised over the estimated useful life using the straight line method from October 27, 2016 (hitherto in the proportion of the revenue earned for the period to the total estimated toll revenue i.e. revenue expected to be collected over the concession period).

### (h) Property, Plant & Equipment

Property, Plant and Equipment have been stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes all expenses, direct and indirect, specifically attributable to its

acquisition and bringing it to its working condition for its intended use. Incidental expenditure pending allocation and attributable to the acquisition of fixed assets is allocated/ capitalised with the related assets. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

The carrying values of Property, Plant and Equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

An item of Property, Plant and Equipment is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss, when the asset is derecognized.

The asset's residual values, useful lives and methods are reviewed, and adjusted if appropriate, at the end of each financial year.

### (i) Depreciation

All items of Property, Plant and Equipment are depreciated on a Straight Line Method (SLM), over the useful life of such items as prescribed under Schedule II of the Companies Act, 2013 other than assets specified in para below.

The following items are depreciated over the useful life, other than the life prescribed under Schedule II of the Companies Act, 2013, based on internal technical evaluation, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions, past history of replacement, anticipated technological changes etc.:

Building	30 years
Data Processing Equipment	3 years
Furniture & Fixtures	7 years
Mobile and I-pad/Tablets	2 years
Vehicles	5 years

### (j) Impairment

At each balance sheet date, the items of property, plant and equipment and intangibles are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount of such items is reviewed in order to determine the extent of impairment loss, if any. Where the asset does not generate cash flows that are independent from other assets, the Group

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

estimates the recoverable amount of the cash generating unit to which the asset belongs. An asset's recoverable amount is the higher of an asset's or cash generating unit's fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is recognised in the Statement of Profit and Loss as and when the carrying amount of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately.

### (k) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. Where funds are temporarily invested pending their expenditures on the qualifying asset, any such investment income, earned on such fund is deducted from the borrowing cost incurred.

All other borrowing costs are recognised as finance charges in the Statement of Profit and Loss in the period in which they are incurred.

### (l) Inventories

Inventories of Electronic Cards (prepaid cards) and "On Board Units" are valued at the lower of cost or net realisable value. Cost is recognised on First in First out basis.

### (m) Provisions and Contingencies

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the Statement of Profit and Loss net of any reimbursement.

A contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Group or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

In those cases, where the outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognized or disclosure is made.

### (n) Employee Costs

#### Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. The Group has no obligation, other than the contribution payable to the provident fund and superannuation fund.

For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each balance sheet date. Re-measurement comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in Other Comprehensive Income in the period in which they occur. Re-measurement recognised in Other Comprehensive Income is reflected immediately in retained earnings and will not be reclassified to profit or loss.

Past service costs are recognised in Statement of Profit and Loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate at the beginning of the year to the net defined benefit liability or asset.

Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and
- net interest expense or income; and
- re-measurement

The Group presents the first two components of defined benefit costs in Statement of Profit and Loss

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

under 'Employee Benefits Expense'. Curtailment gains and losses are accounted for as past service costs.

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the Group can no longer withdraw the offer of the termination benefit or when it recognizes any related restructuring costs.

### **Short-term and other long-term employee benefits**

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered, at the undiscounted amount of the benefits, expected to be paid in exchange for that service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

### **(o) Leases**

The Group assesses whether a contract contains a lease, at inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Where this occurs, the arrangement is deemed to include a lease and is accounted for either as finance or operating lease. Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Group has the right to direct the use of the asset.

### **(p) Revenue Recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue comprises:

#### ***Toll Revenue***

Toll Revenue is recognised in respect of toll collected at the Delhi Noida Toll Bridge and Mayur Vihar link Road and the attributed share of revenue from prepaid cards.

#### ***License Fee & rental income***

License fee and rental income from advertisement hoardings, office space and others is recognised on an accrual basis in accordance with contractual rights.

#### ***Interest income***

Revenue is recognised as interest accrues (using the effective interest method that is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset).

### **(q) Taxation**

#### **Current Tax**

Current tax represents the amount that would be payable based on computation of tax calculated using tax rates and tax law that have been enacted or substantively enacted by the end of the reporting period. Current tax is determined based on the amount of tax payable in respect of taxable income for the period/ year.

#### **Deferred Tax**

Deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax assets and unused tax losses (where such right has not been forgone), to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax assets and unused tax losses can be utilised, except where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent it is no longer probable that sufficient

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Current and deferred tax are recognised as an expense or income in the Statement of Profit and Loss, except when they relate to items credited or debited either in Other Comprehensive Income or directly in equity, in which case the tax is also recognised in Other Comprehensive Income or directly in equity.

### Minimum Alternative Tax (MAT)

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal income tax during the specified period. Accordingly, MAT entitlement is recognised as an asset in the Balance Sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with it will fructify. Such asset is reviewed at each balance sheet date and the carrying amount of MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Group will pay normal income tax during the specified period.

### (r) Financial Assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the trade receivables, deposits and other financial assets measured at amortised cost.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss as if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

### (s) Financial Liabilities and Equity Instruments

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables or as derivatives designated as hedging instruments in an effective hedge, as appropriate

The Group's financial liabilities include trade and other payables, loans and borrowings.

### Classification as debt or equity:

Debt and equity instruments issued by a Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of the liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

### Financial liabilities

Financial liabilities that are not held-for-trading and are not designated as FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs'.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

appropriate) a shorter period, to the net carrying amount on initial recognition.

### **Derecognition of financial liabilities**

The Group derecognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit and Loss.

### **(t) Share Based Payment Transactions**

Equity-settled, share option plans are valued at fair value at the date of the grant and are expensed over the vesting years, based on the Group's estimate of shares that will eventually vest. The total amount to be expensed over the vesting years is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions. At each balance sheet date, the entity revises its estimates of the number of options that are expected to become exercisable. The share awards are valued using the Black-Scholes option valuation method.

The Group recognises the impact of the revision of original estimates, if any, in the Statement of Profit and Loss, with a corresponding adjustment to equity.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

### **(u) Cash and Cash Equivalents**

Cash and Cash Equivalents comprise of Cash on Hand, Cheques on Hand and demand deposits with Banks (with an original maturity of three months or less from the date of acquisition). Cash Equivalents are short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risks of changes in value.

### **(v) Earnings per Share**

Basic earnings per share is calculated by dividing net profit/ (loss) for the period/year by the weighted average number of ordinary shares outstanding during the period/year.

Diluted earnings per share is calculated by dividing the net profit/ (loss) by the weighted average number of ordinary shares outstanding during the period/year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

### **(w) Dividend**

Final dividend on the shares is recorded as a liability on the date of approval by the shareholders and interim dividend is recorded as a liability on the date of declaration by the Holding Company's Board of Directors.

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 3. PROPERTY, PLANT AND EQUIPMENT

Current Year

(Rs. in Lakh)

Sr. No.	PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
		As At April 1, 2022	Additions	Deductions	As At March 31, 2023	As At April 1, 2022	For the year	Deductions	As At March 31, 2023	As At March 31, 2022
<b>A</b>	<b>Tangible Assets</b>									
1	Advertisement structure	1,634.09	-	-	1,634.09	1,208.97	257.08	-	1,466.05	425.12
2	Data Processing Equipment	1,162.71	7.37	-	1,170.08	1,161.39	1.80	-	1,163.19	1.32
3	Office Equipment	295.02	4.11	(0.30)	298.83	293.98	0.90	(0.30)	294.58	1.04
4	Furniture & Fixtures	119.50	-	-	119.50	119.22	0.24	-	119.46	0.28
5	Vehicles	114.51	-	-	114.51	114.51	-	-	114.51	-
6	Building*	498.34	-	-	498.34	266.02	25.80	-	291.82	232.32
	<b>Total Tangible Assets</b>	<b>3,824.17</b>	<b>11.48</b>	<b>(0.30)</b>	<b>3,835.35</b>	<b>3,164.09</b>	<b>285.82</b>	<b>(0.30)</b>	<b>3,449.61</b>	<b>660.08</b>

Note: \*A. Building has been constructed by Company on Leased Land

Previous Year

(Rs. in Lakh)

Sr. No.	PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
		As At April 1, 2021	Additions	Deductions	As At March 31, 2022	As At April 1, 2021	For the year	Deductions	As At March 31, 2022	As At March 31, 2021
	<b>Tangible Assets</b>									
1	Advertisement structure	1,519.53	114.56	-	1,634.09	950.42	258.55	-	1,208.97	569.11
2	Data Processing Equipment	1,161.36	1.35	-	1,162.71	1,160.85	0.54	-	1,161.39	0.51
3	Office Equipment	294.97	0.05	-	295.02	290.84	3.14	-	293.98	4.13
4	Furniture & Fixtures	119.50	-	-	119.50	118.67	0.55	-	119.22	0.83
5	Vehicles	114.51	-	-	114.51	114.51	-	-	114.51	-
6	Building*	498.34	-	-	498.34	240.22	25.80	-	266.02	258.12
	<b>Total Tangible Assets</b>	<b>3,708.21</b>	<b>115.96</b>	<b>-</b>	<b>3,824.17</b>	<b>2,875.51</b>	<b>288.58</b>	<b>-</b>	<b>3,164.09</b>	<b>832.70</b>

Note: \*A. Building has been constructed by Company on Leased Land

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

	As at March 31, 2023	As at March 31, 2022
<b>4. INTANGIBLE ASSETS</b>		
Opening Cost	62,511.50	62,511.50
Addition	-	-
Deletion	-	-
Closing Cost	<b>62,511.50</b>	<b>62,511.50</b>
Opening Accumulated amortization	29,043.91	25,142.34
Amortization during the year	3,835.57	3,901.57
Deletion	-	-
Closing Accumulated amortization	<b>32,879.48</b>	<b>29,043.91</b>
<b>Closing Net carrying amount</b>	<b>29,632.02</b>	<b>33,467.59</b>
<b>5. LOANS (UNSECURED, CONSIDERED GOOD)</b>		
<b>(i) Non Current</b>		
Loan to Staff	2.28	3.60
	<b>2.28</b>	<b>3.60</b>
<b>(ii) Current</b>		
Loan to Staff	1.33	1.29
	<b>1.33</b>	<b>1.29</b>
<b>6. OTHER FINANCIAL ASSETS</b>		
<b>Non Current</b>		
Security Deposits	33.61	33.61
	<b>33.61</b>	<b>33.61</b>
<b>7. OTHER CURRENT ASSETS</b>		
<b>Other Current Assets (Considered Good)</b>		
Prepaid Expenses	23.39	52.05
Gratuity Assets	14.26	11.43
Interest Income accrued but not due	68.29	23.31
Others	24.17	67.96
	<b>130.11</b>	<b>154.75</b>
<b>8. INVENTORIES</b>		
Electronic Cards and 'On Board Units'	6.88	6.88
Others	75.47	75.47
Less: Provision for Diminution in Value of Inventory	(82.35)	(66.14)
	<b>-</b>	<b>16.21</b>
<b>9. TRADE RECEIVABLES</b>		
Unsecured, considered good	120.46	834.10
Less: Provision for Doubtful Debts	(23.92)	(16.00)
	<b>96.54</b>	<b>818.10</b>

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

### Trade Receivable Ageing Schedule as at March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	more than 3 years	
1 Undisputed Trade Receivable - considered goods	88.52	7.71	0.31	-	-	96.54
2 Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
3 Undisputed Trade Receivable - Credit inpaired	-	-	-	-	-	-
4 Disputed Trade Receivable - considered goods	-	-	-	-	-	-
5 Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
6 Disputed Trade Receivable - Credit inpaired	-	-	-	-	-	-
	<b>88.52</b>	<b>7.71</b>	<b>0.31</b>	-	-	<b>96.54</b>

### Trade Receivable Ageing Schedule as at March 31, 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	more than 3 years	
1 Undisputed Trade Receivable - considered goods	818.10	-	-	-	-	818.10
2 Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
3 Undisputed Trade Receivable - Credit inpaired	-	-	-	-	-	-
4 Disputed Trade Receivable - considered goods	-	-	-	-	-	-
5 Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
6 Disputed Trade Receivable - Credit inpaired	-	-	-	-	-	-
	<b>818.10</b>	-	-	-	-	<b>818.10</b>

	As at March 31, 2023	As at March 31, 2022
<b>10. CASH AND CASH EQUIVALENTS</b>		
(i) Balances with Local banks		
- In Current Account	157.87	147.96
(ii) Cash on hand	0.40	0.52
	<b>158.27</b>	<b>148.48</b>

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

	As at March 31, 2023	As at March 31, 2022
<b>11. OTHER BANK BALANCES</b>		
- Unclaimed Dividend	56.20	89.57
- In Fixed Deposit Account	3,895.48	1,231.23
	<b>3,951.68</b>	<b>1,320.80</b>
<b>12. NON CURRENT TAX ASSETS</b>		
Advance Payment against Taxes	2,355.00	2,355.00
	<b>2,355.00</b>	<b>2,355.00</b>
<b>13 CURRENT TAX ASSETS</b>		
Advance Payment against Taxes	1,364.32	1,301.65
	<b>1,364.32</b>	<b>1,301.65</b>
<b>14. EQUITY SHARE CAPITAL</b>		
<b>Authorised</b>		
200,000,000 (PY 200,000,000) Equity Shares of Re. 10/- each	20,000.00	20,000.00
<b>Issued, Subscribed &amp; Paid-Up</b>		
186,195,002 (PY 186,195,002) Equity Shares of Re. 10/- each	18,619.50	18,619.50
	<b>18,619.50</b>	<b>18,619.50</b>

### NOTES :

#### (i) Details of the shareholders holding more than 5% shares of the Company

	As at March 31, 2023		As at March 31, 2022	
	Number in Lakhs	%	Number in Lakhs	%
IL&FS Transportation Networks Limited - Promotors (Subsidiary of IL&FS)	490.95	26.37%	490.95	26.37%
Noida Authority	100.00	5.37%	100.00	5.37%

#### (ii) Reconciliation of the shares outstanding at beginning and at end of the period/year

	As at March 31, 2023		As at March 31, 2022	
	Number in Lakhs	Rs in Lakh	Number in Lakhs	Rs in Lakh
Shares outstanding at the beginning of the year	1,861.95	18,619.50	1,861.95	18,619.50
Shares Issued during the year	-	-	-	-
Shares outstanding	<b>1,861.95</b>	<b>18,619.50</b>	<b>1,861.95</b>	<b>18,619.50</b>

(iii) The company has only one class of ordinary equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. Each holder of these ordinary share is entitled to receive dividends as and when declared by the company.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

	As at March 31, 2023	As at March 31, 2022
<b>15. OTHER EQUITY</b>		
(i) <b>Securities Premium</b>	<b>14,462.81</b>	<b>14,462.81</b>
(ii) <b>General Reserve</b>	<b>1,088.29</b>	<b>1,088.29</b>
(iii) <b>Profit &amp; Loss Account</b>		
Opening Balance	(7,004.12)	(2,873.68)
Add : Profit / (Loss) for the year	(3,520.24)	(4,130.44)
	<b>(10,524.36)</b>	<b>(7,004.12)</b>
(v) <b>Other Comprehensive Income</b>		
Opening Balance	(29.68)	(27.97)
Add : Addition during the year	1.34	(1.71)
	<b>(28.34)</b>	<b>(29.68)</b>
	<b>4,998.40</b>	<b>8,517.30</b>
<b>16. BORROWINGS</b>		
<b>Current Borrowings</b>		
(a) Unsecured Short Term Loan from Related Party (refer note 31 (iii))	1,930.26	1,930.26
(b) Current maturities of long term secured debt (refer note no. 31 (ii))	4,740.55	4,740.55
	<b>6,670.81</b>	<b>6,670.81</b>

a. Term loans are secured by a charge on:

- (a) a first ranking mortgage and charge on all the Borrower's immovable properties, both present and future;
- (b) a first charge on all the Borrower's movable fixed assets, including moveable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, both present and future;
- (c) a first charge, by way of hypothecation, on all the current assets of the Borrower, both present and future;
- (d) a first charge on the future receivables as a Concessionaire in case of partial or total cancellation of Concession Agreement or re-negotiation under a tri-partite agreement; and
- (e) Security Interest/ assignment over (i) all the rights, title, interest, benefits, claims and demands whatsoever of the Borrower under the Concession Agreement, except to the extent not permitted by the Government Authority or under Applicable Laws; and (ii) and other intangible assets of the Borrower.
- (f) a first charge on all rights, titles, interests, benefits, claims and demands whatsoever of the Borrower, over the current bank account wherein all amounts, revenues, receipts and other receivables, owing to, received and/ or receivable by the Borrower as a Concessionaire under the Concession Agreement are deposited / shall be deposited

(b) The term loan from Bank is re-payable in 24 equal quarterly installments starting from December 2016.

	As at March 31, 2023	As at March 31, 2022
<b>17. OTHER FINANCIAL LIABILITY</b>		
(i) <b>Non Current</b>		
Interest free deposits from customers	1,864.16	686.19
	<b>1,864.16</b>	<b>686.19</b>
(ii) <b>Current</b>		
(a) Interest free deposits from customers	63.18	63.18
(b) Unclaimed Dividend	56.20	89.57
(c) Other payables	161.22	169.70
	<b>280.60</b>	<b>322.45</b>

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

	As at March 31, 2023	As at March 31, 2022
<b>18. PROVISIONS</b>		
<b>(i) Non Current</b>		
(a) Provision for Employee Benefits	12.07	14.85
(b) Provision for Overlay	-	-
	<b>12.07</b>	<b>14.85</b>
<b>(ii) Current</b>		
(a) Provision for Employee Benefits	77.47	78.90
(b) Provision for Overlay	3,851.70	3,588.76
(c) Provision for Repair	-	-
(d) Provision for Litigation	201.26	201.26
	<b>4,130.43</b>	<b>3,868.92</b>
<b>19. DEFERRED TAX LIABILITIES</b>		
<b>Deferred Tax Liability:</b>		
Difference between book depreciation and income tax depreciation	4,088.61	5,070.51
<b>Deferred Tax Assets:</b>		
MAT Credit	4,086.17	5,068.17
Disallowance u/s 43B of Income Tax Act	2.44	2.34
<b>Net Deferred Tax Liability</b>	<b>0.00</b>	<b>0.00</b>
<b>20. TRADE PAYABLES</b>		
a) Micro, Small and Medium Enterprises	18.25	27.99
b) Other	152.78	197.81
	<b>171.03</b>	<b>225.80</b>

### Disclosure as per the Micro, Small and Medium Enterprises Development (MSMED) Act 2006

Particulars	As at March 31, 2023	As at March 31, 2022
The principal amount remaining unpaid to any supplier	18.25	27.99
Interest Due thereon	-	-
Interest paid in term of section 16 of the Micro Small and Medium Enterprises Development Act	-	-
Interest due and payable for the period of delay making payment other than the interest specified	-	-
Interest accrued and remaining unpaid	-	-
Further interest remaining due and payable even in the succeeding year for the purpose of disallowance of a deductible under section 23 of the Micro. Small and Medium Enterprise Development Act 2006	-	-

Due to Micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditors.

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

### Trade Payable Ageing Schedule as at March 31, 2023

Particulars	Outstanding for following periods from the date of transactions				Total
	Less Than 1 year	1-2 years	2-3 years**	More than 3 years**	
a) Total outstanding dues of micro enterprises and small enterprises	11.55	-	-	6.70	18.25
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	1.33	2.77	-	148.68	152.78
c) Disputed dues MSME	-	-	-	-	-
d) Disputed dues Others	-	-	-	-	-
<b>Total</b>	<b>12.88</b>	<b>2.77</b>	<b>-</b>	<b>155.38</b>	<b>171.03</b>

### Trade Payable Ageing Schedule as at March 31, 2022

Particulars	Outstanding for following periods from the date of transactions				Total
	Less Than 1 year	1-2 years	2-3 years**	More than 3 years**	
a) Total outstanding dues of micro enterprises and small enterprises	21.29	-	-	6.70	27.99
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	37.22	-	0.80	159.79	197.81
c) Disputed dues MSME	-	-	-	-	-
d) Disputed dues Others	-	-	-	-	-
<b>Total</b>	<b>58.51</b>	<b>-</b>	<b>0.80</b>	<b>166.49</b>	<b>225.80</b>

\*\*Pursuant to the proceedings filed by Union of India under Section 241 and Section 242, the NCLT Mumbai Bench vide an order dated October 01, 2018 reconstituted the Board of IL&FS with the person nominated by Union of India. Pending the resolution process by the newly constituted Board of the Company, the payments prior to 15/10/2018 is pending processing/adjustment if any.

	As at March 31, 2023	As at March 31, 2022
<b>21. (I) OTHER NON-CURRENT LIABILITIES</b>		
Income received in advance	50.37	-
	<b>50.37</b>	<b>-</b>
<b>(II) OTHER CURRENT LIABILITIES</b>		
Income received in advance	602.15	466.00
Other payables	833.29	919.91
	<b>1,435.44</b>	<b>1,385.91</b>

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

	Year ended March 31, 2023	Year ended March 31, 2022
<b>22. REVENUE FROM OPERATIONS</b>		
(a) Space for Advertisement	2,053.98	1,237.65
(b) Office Space	25.82	55.14
(c) Other License Fee	292.63	320.89
	<b>2,372.43</b>	<b>1,613.68</b>
<b>23. OTHER INCOME</b>		
(a) Interest Income	297.65	62.40
(b) Excess provision written back	-	0.18
(c) Other non-operating income	12.76	46.93
	<b>310.41</b>	<b>109.51</b>
<b>24. OPERATING EXPENSES</b>		
License Fee	898.07	521.83
Power and fuel / Electricity Expenses- Road, Bridges & Others	102.73	86.40
Repairs to buildings/ Repair & Maintenance- DND	77.13	62.76
Security Expenses	73.86	69.35
Consumption of Cards/Stores & Spares include provision for diminution in value of inventory	18.72	17.73
Overlay Expenses	262.94	246.20
	<b>1,433.45</b>	<b>1,004.27</b>
<b>25. EMPLOYEE BENEFIT EXPENSE</b>		
(a) Salaries and wages	102.26	100.43
(b) Contribution to provident and other funds	10.89	10.49
(c) Staff welfare expenses	3.91	3.30
	<b>117.06</b>	<b>114.22</b>
<b>26. FINANCE COSTS</b>		
(a) Other Finance Charges -Bank Charges	2.36	2.58
	<b>2.36</b>	<b>2.58</b>
<b>27. OTHER EXPENSES</b>		
Repairs to machinery/ Repair & Maintenance- Others	79.44	18.00
Insurance	88.14	102.53
Rates and taxes	15.46	14.84
Legal & Professional Charges	279.26	334.07
Agency Fees	6.40	6.33
Travelling and Conveyance	12.78	12.74
Advertisement and Business Promotion Expenses	9.57	3.66
Telephone, Fax and Postage	2.99	3.18
Directors Sitting Fees & Commission	10.80	6.15
Printing and Stationery	3.79	2.21
Provision for Doubtful Debts	7.92	-
Other Expenses	4.93	23.17
	<b>521.48</b>	<b>526.88</b>

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

	Year ended March 31, 2023	Year ended March 31, 2022
<b>28. TAX EXPENSE</b>		
Current Tax	0.35	-
Deferred Tax	-	-
	<b>0.35</b>	-
<b>Note 1. Legal and Professional charges include remuneration paid to Auditors</b>		
As an Auditor	6.63	4.75
Other Services	-	0.10
Tax Matters	-	-
Reimbursement of out of pocket expenses	-	-
	<b>6.63</b>	<b>4.85</b>

### Note 2. Corporate Social Responsibility

In line with the provisions of section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, the prescribed CSR expenditure for the year was Nil (Previous Year Nil)

## 29 EARNING/ (LOSS) PER SHARE

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
A Number of Equity shares of Rs. 10 each fully paid up at the beginning of the year (in Lakhs)	1,861.95	1,861.95
B Number of Equity shares of Rs. 10 each fully paid up at the end of the year (in Lakhs)	1,861.95	1,861.95
C Weighted Average number of Equity Shares outstanding during the year (in Lakhs)	1,861.95	1,861.95
D Net Profit / (Loss) for the year (Rs' in Lakh.)	(3,513.25)	(4,114.91)
E Basic / Diluted Earning per Share (Rs.)	<b>(1.89)</b>	<b>(2.21)</b>
F Nominal value of Equity Share (Rs.)	10.00	10.00

- 30** Taking cognizance of the financial crisis in Infrastructure Leasing & Financial Services Limited (IL&FS), the Union of India made an application to the National Company Law Tribunal (“NCLT”) and the National Company Law Tribunal, Mumbai Bench, by way of an Order dated October 1, 2018, suspended the erstwhile Board of Directors of IL&FS and re-constituted the same with persons proposed by the Union of India (such reconstituted Board, referred to as the “New Board”).

The National Company Law Appellate Tribunal, New Delhi (the “NCLAT”) has passed an Order of moratorium on October 15, 2018, in respect of actions (as set out therein) that cannot be taken against IL&FS and its group companies including the Holding Company i.e. NOIDA Toll Bridge Company Limited (‘the Company’), which includes, amongst others, institution or continuation of suits or any other proceedings by any party or person or bank or company, etc. against ‘IL&FS’ and its group companies in any Court of Law/Tribunal/Arbitration Panel or Arbitration Authority and any action by any party or person or bank or company, etc. to foreclose, recover or enforce any security interest created in the assets of ‘IL&FS’ and its group companies.

Based on the NCLAT order dated February 4, 2019, IL&FS Limited has segregated the Group Entities into Green/Amber/Red Category. The Company has been classified as Red Entity (i.e. entity which can’t meet their payment obligations even towards senior secured financial creditors) based on 12 months cash flow.

The interim order of moratorium passed by the NCLAT on October 15, 2018, enables value preservation of the group’s assets and will also assist the government nominated board of directors of IL&FS (“New Board”) in its effort to evaluate and prepare a resolution plan keeping in mind the various stakeholders. The NCLAT vide judgment and order dated March 12, 2020 (“March 2020 Judgment”) has upheld the Interim Order thereby continuing the moratorium protection for IL&FS & its group companies.

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

Further re-opening of the books of accounts, investigations by Serious Fraud Investigation Office (“SFIO”) and other regulatory agencies and forensic examination by Grant Thornton India LLP is under process for certain group entities, however the same does not have any impact on the consolidated financial statements/operations of the Company.

### 31 BORROWINGS

- (i) In terms of an affidavit filed by the Ministry of Corporate Affairs with the Hon’ble National Company Law Appellate Tribunal (NCLAT) on May 21, 2019, the cut-off date of October 15, 2018 (“Cut-off date”) was proposed. The Hon’ble NCLAT vide its Order dated March 12, 2020, has approved the revised Resolution Framework submitted by the New Board along with its amendments. In the said Order, Hon’ble NCLAT has also approved October 15, 2018 as the Cut Off date for initiation of resolution process for IL&FS and its group companies, including the Company. Accordingly, the Company has not accrued any interest on all its loans and borrowings with effect from October 15, 2018 (“Cut-off date”).
- (ii) The Company has not made payment of monthly interest and quarterly repayment with regard to the Secured Term Loan (“Facility”) from ICICI Bank Limited for the period May, 2018 to March 31, 2023. The Company has received several notices from ICICI Bank, including the notice dated September 27, 2018 for loan recall and notice of acceleration of the facility. The total outstanding amount upto March 31, 2023 is Rs 47.40 crores i.e Rs 45 crores on account of principal and Rs 2.40 crores on account of interest accrued upto October 15, 2018 (“Cut-off date”) (Previous Year outstanding is Rs.47.40 crores i.e Rs 45 crores on account of principal and Rs 2.40 crores on account of interest accrued upto October 15, 2018, “Cut-off date”).
- (iii) The total unsecured short term loan from IL&FS Transportation Networks Limited as on March 31, 2023 stood at Rs.19.30 crores including interest of Rs 1.50 crores. The Company has provided the said interest upto October 15, 2018 (Cut-Off date”) (Previous Year outstanding is Rs.19.30 crores including Rs 1.50 crores on account of interest accrued upto October 15, 2018, “Cut-off date”).

### 32 CONTINGENT LIABILITIES AND COMMITMENTS

	As at March 31, 2023	As at March 31, 2022
(i) Estimated amount of contracts remaining to be executed on capital account (net of advance of Rs. Nil Previous Year Rs. Nil)	Nil	Nil
(ii) Based on an environment and social assessment, compensation for rehabilitation and resettlement of project-affected persons has been estimated and considered as part of the project cost and provided for based on estimates made by the Company.		
(iii) On September 20, 2021, the Company has received the assessment order from Income Tax Department u/s 143(3) r.w.s. 144B of the Income Tax Act, 1961 for the Assessment Year 2018-19 wherein a demand of Rs.46.23 crores has been raised, primarily on account of Valuation of Land, Land being treated as revenue subsidy.  The Company on September 30, 2021, requested the Assessing Officer of Income Tax to keep the penalty proceedings in abeyance and has filed an appeal on October 19, 2021, with the Commissioner of Income Tax (Appeals), National Faceless Appeal Centre (NFAC), against the aforesaid assessment order.  During December 2019 the Company has received the assessment order from Income Tax Department u/s 143(3) of the Income Tax Act, 1961, for the Assessment Year 2016-17 and 2017-18, wherein a demand of Rs.357 crores and Rs 383.48 crores respectively has been raised, based on the historical dispute with the Tax Department, which is primarily on account of addition of arrears of designated returns to be recovered in future, valuation of land and other recoveries. The Company has filed an appeal with the first level Appellate Authority. With the transition to Faceless Appeals, as introduced vide Faceless Appeal Scheme, 2020, both the appeals have been transferred to the NFAC.  The Company has also received a Show Cause Notice, dated May 15, 2021, u/s 270A from the NFAC for the AY 2016-17 and AY 2017-18. However, the Company has requested that the penalty proceedings be kept in abeyance as the appeals on merits are currently pending before the Commissioner of Income Tax (Appeals).  The Income Tax Department has, in earlier years, raised a demand of Rs.1,340.03 crores, which was primarily on account of addition of arrears of designated returns to be recovered in future from toll and revenue subsidy on account of allotment of land. Pursuant upon the receipt of order from CIT(A) on April 25, 2018, the Company has received the notice of demand from the Assessing Officer, Income Tax Department, New Delhi in respect of Assessment Year’s 2006-07 to 2014-15 giving effect to the said order from CIT (A), whereby an additional tax demand of Rs.10,893.30 crores was raised. The enhancement of the demand was primarily on account of valuation of land. The Company has		

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

filed an appeal along with the stay application with Income Tax Appellate Tribunal (ITAT). The matter was heard by ITAT on December 19, 2018, January 2, 2019 and February 6, 2019 and based on NCLAT order dated October 15, 2018, ITAT adjourned the matter sine die with directions to maintain status quo.

Further, in November 2018, the CIT (A), Noida, passed a penalty order for Assessment Year's 2006-07 to 2014-15, based on which the Assessing Officer Delhi, imposed a penalty amounting to Rs.10,893.30 crores in December 2018. The Company filed an appeal along with a stay application with the Income Tax Appellate Tribunal (ITAT). The matter was heard by the ITAT on March 29, 2019 and May 3, 2019. ITAT has adjourned the matter sine die, with directions to maintain status quo.

On April 21, 2022, the Company filed an application for early hearing before Hon'ble ITAT and subsequently the matter was heard by ITAT on May 6, 2022. The appeals on merits along with the stay application were posted for hearing on July 21, 2022 and October 20, 2022, however the matter couldn't be taken up since the Special counsel appointed by the Department sought the adjournment and therefore got posted to January 25, 2023.

On January 25, 2023 and then on March 15, 2023, the same Learned members of the Hon'ble ITAT were presiding for two different benches, hence due to the paucity of time the matter could not be taken up. Since the appeals are covered by the stay, accordingly at the request of Company's Counsel the Hon'ble ITAT directed the department for no coercive action till the next date of hearing i.e June 5, 2023.

- (iv) In terms of the License Agreement dated August 23, 2018 and November 1, 2018 and addendum thereto dated July 1, 2019, entered into with the erstwhile Licensee, the Company has terminated the said Contract as per the provisions thereof. The erstwhile Licensee has initiated an Arbitration proceeding against the Company. The matter with regard thereto has been heard by the Learned Arbitrator on December 6, 2022, December 9, 2022, December 15, 2022, January 21, 2023, February 1, 2023, February 13, 2023, March 3, 2023, March 11, 2023 and May 4, 2023 and has now been posted for hearing on July 7, 2023. The Company also challenged the order of the Arbitrator dated March 3, 2023, requiring the company to submit a fixed deposit of Rs 5 crores with the Arbitrator till the final disposal of the matter, in the Hon'ble HC of Delhi and has been able to obtain a stay on the said order of the Arbitrator.

### 33 LITIGATION

- (i) The Hon'ble High Court of Allahabad has, vide its Judgement dated October 26, 2016, on a Public Interest Litigation filed in 2012 (challenging the validity of the Concession Agreement and seeking the Concession Agreement to be quashed) directed the Company to stop collecting the user fee, holding the two specific provisions relating to levy and collection of fee to be inoperative, but refused to quash the Concession Agreement. Consequently, collection of user fee from the users of the NOIDA bridge has been suspended from October 26, 2016 and against which the Company has filed a Special Leave Petition (SLP) before the Hon'ble Supreme Court of India seeking an interim stay on the said Judgment.

On November 11, 2016, Hon'ble Supreme Court issued its Interim Order denying the interim stay and, sought assistance of CAG to verify whether the Total Cost of the Project in terms of the Concession Agreement has been recovered or not by the Company. CAG has submitted its report to Hon'ble Supreme Court and the bench has directed on September 14, 2018 that the report submitted by CAG be kept in sealed cover

The Special Leave Petition (SLP) is still pending for final adjudication in the Hon'ble Supreme Court. The Company has also notified NOIDA that the Judgement of the Hon'ble Allahabad High Court, read with the Interim Order of the Hon'ble Supreme Court of India constitute a 'change in law' under the Concession Agreement and submitted a detailed proposal for modification of the Concession Agreement, so as to place it in substantially the same legal, commercial and economic position as it was prior to the said Change in Law. Since NOIDA did not act on the proposal, the Company had sent a notice of arbitration to NOIDA.

The Arbitral Tribunal has been constituted and both the Company and NOIDA have submitted their claims and counter claims. Further, NOIDA had filed an application under Section 16 of the Arbitration and Conciliation Act, 1961 on the maintainability of the arbitration proceedings which was rejected by the Arbitral Tribunal vide order dated August 10, 2018.

NOIDA has also filed an application for directions before the Hon'ble Supreme Court seeking a stay on arbitral proceedings. On April 12, 2019 the Hon'ble Supreme Court directed a stay on Arbitral proceedings.

On January 31, 2020, the Company filed an application for vacation of interim stay granted vide order dated April 12, 2019. In view of the outbreak of COVID-19, the functioning of the Supreme Court was limited to urgent matters only. Pursuant to the filling of letter of urgency the matter was heard by the Hon'ble Supreme Court on September 21, 2020, October 5, 2020, November 18, 2020, January 20, 2021, March 16, 2021, April 15, 2021, July 26, 2021, August 10, 2021, September 8, 2021 and subsequently posted for October 26, 2021.

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

Meanwhile, the Company on October 4, 2021 received a final Notice of demand dated September 30, 2021, from NOIDA, wherein NOIDA raised an alleged demand of Rs 26.05 crores payable by the Company within three days of receipt thereof, failing which NOIDA threatened to remove all advertisement display on the NOIDA side of the DND Flyway. On receipt of the said Notice, the Company filed an interim application on October 4, 2021, before the Hon'ble Supreme Court. Based on the Letter of Urgency/ Mentioning filed by the Company, the matter was listed for hearing on October 26, 2021. In spite of the Company informing all the developments at the Hon'ble Supreme Court to NOIDA, the NOIDA authorities unlawfully removed all the advertisement display from NOIDA side of DND Flyway on October 14, 2021.

Further, on October 26, 2021 the matter was not taken up for hearing by Hon'ble Supreme Court due to paucity of time. The Company once again physically mentioned the Urgency before the Hon'ble Supreme Court on October 28, 2021 and the matter was listed for hearing on November 9, 2021 and subsequently was posted for hearing on December 1, 2021 and December 7, 2021. Subsequently, on December 9, 2021, the matter was mentioned and was heard by the Hon'ble Supreme Court on December 15, 2021, January 6, 2022 and January 10, 2022. On January 19, 2022, the Hon'ble Supreme Court disposed the interim application filed on October 4, 2021, with the direction that the Company may be permitted to put up outdoor advertisement on payment of Rs 125 per square feet per month, in advance, subject to the outcome of the SLP of 2016 filed by the Company.

The SLP had been posted for final disposal on March 29, 2022 and thereafter has been posted on May 10, 2022, August 23, 2022, October 18, 2022, November 2, 2022 and January 10, 2023, but could not be taken up due to paucity of time on all occasions.

Based on a legal opinion and basis the provisions of the Concession Agreement (relating to compensation and other recourses), the Company is of the view that the underlying values of the intangible and other assets are not impaired.

The Company continues to fulfil its obligations as per the Concession Agreement, including maintenance of Project Assets. Accordingly, provision for major maintenance has been carried at Rs.3,851.70 Lakh as on March 31, 2023 (As on March 31, 2022 Rs.3,588.76 Lakh).

- (ii) On September 20, 2021, the Company has received the assessment order from Income Tax Department u/s 143(3) r.w.s. 144B of the Income Tax Act, 1961 for the Assessment Year 2018-19 wherein a demand of Rs.46.23 crores has been raised, primarily on account of Valuation of Land, Land being treated as revenue subsidy.

The Company on September 30, 2021, requested the Assessing Officer of Income Tax to keep the penalty proceedings in abeyance and has filed an appeal on October 19, 2021, with the Commissioner of Income Tax (Appeals), National Faceless Appeal Centre (NFAC), against the aforesaid assessment order.

During December 2019 the Company has received the assessment order from Income Tax Department u/s 143(3) of the Income Tax Act, 1961, for the Assessment Year 2016-17 and 2017-18, wherein a demand of Rs.357 crores and Rs 383.48 crores respectively has been raised, based on the historical dispute with the Tax Department, which is primarily on account of addition of arrears of designated returns to be recovered in future, valuation of land and other recoveries. The Company has filed an appeal with the first level Appellate Authority. With the transition to Faceless Appeals, as introduced vide Faceless Appeal Scheme, 2020, both the appeals have been transferred to the NFAC.

The Company has also received a Show Cause Notice, dated May 15, 2021, u/s 270A from the NFAC for the AY 2016-17 and AY 2017-18. However, the Company has requested that the penalty proceedings be kept in abeyance as the appeals on merits are currently pending before the Commissioner of Income Tax (Appeals).

The Income Tax Department has, in earlier years, raised a demand of Rs.1,340.03 crores, which was primarily on account of addition of arrears of designated returns to be recovered in future from toll and revenue subsidy on account of allotment of land. Pursuant upon the receipt of order from CIT(A) on April 25, 2018, the Company has received the notice of demand from the Assessing Officer, Income Tax Department, New Delhi in respect of Assessment Year's 2006-07 to 2014-15 giving effect to the said order from CIT (A), whereby an additional tax demand of Rs.10,893.30 crores was raised. The enhancement of the demand was primarily on account of valuation of land. The Company has filed an appeal along with the stay application with Income Tax Appellate Tribunal (ITAT). The matter was heard by ITAT on December 19, 2018, January 2, 2019 and February 6, 2019 and based on NCLAT order dated October 15, 2018, ITAT adjourned the matter sine die with directions to maintain status quo.

Further, in November 2018, the CIT (A), Noida, passed a penalty order for Assessment Year's 2006-07 to 2014-15, based on which the Assessing Officer Delhi, imposed a penalty amounting to Rs.10,893.30 crores in December 2018. The Company filed an appeal along with a stay application with the Income Tax Appellate Tribunal (ITAT). The matter was heard by the ITAT on March 29, 2019 and May 3, 2019. ITAT has adjourned the matter sine die, with directions to maintain status quo.

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

On April 21, 2022, the Company filed an application for early hearing before Hon'ble ITAT and subsequently the matter was heard by ITAT on May 6, 2022. The appeals on merits along with the stay application were posted for hearing on July 21, 2022 and October 20, 2022, however the matter couldn't be taken up since the Special counsel appointed by the Department sought the adjournment and therefore got posted to January 25, 2023.

On January 25, 2023 and then on March 15, 2023, the same Learned members of the Hon'ble ITAT were presiding for two different benches, hence due to the paucity of time the matter could not be taken up. Since the appeals are covered by the stay, accordingly at the request of Company's Counsel the Hon'ble ITAT directed the department for no coercive action till the next date of hearing i.e June 5, 2023.

- (iii) In terms of the affidavit filed by the Ministry of Corporate Affairs with the Hon'ble National Company Law Appellate Tribunal (NCLAT) on May 21, 2019, the cut-off date of October 15, 2018 ("Cut-off date") was proposed. The Hon'ble NCLAT vide its Order dated March 12, 2020, has approved the revised Resolution Framework submitted by New Board along with its amendments. In the said order, Hon'ble NCLAT has also approved October 15, 2018 as the Cut Off date for initiation of resolution process of the Company. Accordingly, the Company has not accrued any interest on all its loans and borrowings with effect from October 15, 2018 ("Cut-off date").

The Company has not made payment of monthly interest and quarterly repayment with regard to the Secured Term Loan ("Facility") from ICICI Bank Limited for the period May, 2018 to March 31, 2023. The Company has received several notices from ICICI Bank, including the notice dated September 27, 2018 for loan recall and notice of acceleration of the facility. The total outstanding amount upto March 31, 2023 is Rs 47.40 crores i.e Rs 45 crores on account of principal and Rs 2.40 crores on account of interest accrued upto October 15, 2018 ("Cut-off date") (Previous Year outstanding is Rs.47.40 crores i.e Rs 45 crores on account of principal and Rs 2.40 crores on account of interest accrued upto October 15, 2018, "Cut-off date")

The total unsecured short term loan from IL&FS Transportation Networks Limited as on March 31, 2023 stood at Rs.19.30 crores including interest of Rs 1.50 crores. The Company has provided the said interest upto October 15, 2018 (Cut-Off date") (Previous Year outstanding is Rs.19.30 crores including Rs 1.50 crores on account of interest accrued upto October 15, 2018, "Cut-off date").

- (iv) The company has acquired the land on Delhi side for the construction of Bridge from the Government of Delhi and DDA and the amount provided has been considered as a part of the project cost. However pending final settlement of the dues, the company had estimated the cost at Rs.2.93 crores and provided the same as a part of the project cost. A sum of Rs.0.92 crores has so far been paid against the demand out of the aforesaid provision. The actual settlement may result in probable obligation to the extent of Rs.2.01 crores based on management estimates.
- (v) The Company on October 4, 2021 received a final Notice of demand dated September 30, 2021, from NOIDA, wherein NOIDA raised an alleged demand of Rs 26.05 crores payable by the Company within three days of receipt thereof, failing which NOIDA threatened to remove all advertisement display on the NOIDA side of the DND Flyway. On receipt of the said Notice, the Company filed an interim application on October 4, 2021, before the Hon'ble Supreme Court. Based on the Letter of Urgency/ Mentioning filed by the Company, the matter was listed for hearing on October 26, 2021. In spite of the Company informing all the developments at the Hon'ble Supreme Court to NOIDA, the NOIDA authorities unlawfully removed all the advertisement display from NOIDA side of DND Flyway on October 14, 2021.

On October 26, 2021 the matter was not taken up for hearing by Hon'ble Supreme Court due to paucity of time. The Company once again physically mentioned the Urgency before the Hon'ble Supreme Court on October 28, 2021 and the matter was listed for hearing on November 9, 2021 and subsequently was posted for hearing on December 1, 2021 and December 7, 2021. Subsequently, on December 9, 2021, the matter was mentioned and was heard by the Hon'ble Supreme Court on December 15, 2021, January 6, 2021 and January 6, 2022 and January 10, 2022. On January 19, 2022, the Hon'ble Supreme Court disposed the interim application filed on October 4, 2021, with the direction that the Company may be permitted to put up outdoor advertisement on payment of Rs 125 per square feet per month, in advance, subject to the outcome of the SLP of 2016 filed by the Company.

During September 2018, NOIDA had served a writ of demand for an amount of Rs 3.69 crores, in relation to revenue from advertising on the NOIDA side of the DND Flyway and an additional demand (during December 2018 and April 2019) aggregating Rs 4.76 crores towards arrears of licence fee. The Company had requested NOIDA to keep both the demands in abeyance since the matter had been referred to Arbitration by NOIDA and further no action could be taken against the Company due to the moratorium granted in view of the NCLAT order dated October 15, 2018.

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

- (vi) In terms of the License Agreement dated August 23, 2018 and November 1, 2018 and addendums thereto dated July 1, 2019, entered into with the erstwhile Licensee, the Company has terminated the said Contract as per the provisions thereof. Simultaneously tender has been floated for selection of Licensee for display of advertisement on DND Flyway. The erstwhile Licensee has initiated an Arbitration against the Company. The matter was heard by the Learned Arbitrator on December 6, 2022, December 9, 2022, December 15, 2022, January 21, 2023, February 1, 2023, February 13, 2023, March 3, 2023, March 11, 2023 and May 4, 2023 and has now been posted for hearing on July 7, 2023. Company also challenged one of the orders of the Ld Arbitrator requiring the company to deposit Rs 5 crores with the Arbitrator and has got favourable order from the Hon'ble HC of Delhi.
- (vii) Certain other matters relating to project lands, erection of advertising structure, exemption to armed forces personnel from paying toll etc. are under litigation. However based on the legal opinion, the Company believes that there is reasonable probability of success in the matters and that there will be no impact on the financial position of the Company.
- (viii) Five employees (whose services were terminated by the subsidiary company) have filed complaints against their removal to Labour department. The subsidiary is pursuing the matter with the department. Based on discussion with legal counsel, the management is of the view that there is reasonable certainty of success and there will not be any impact on the financial position of the Company.
- 34** There are no amounts outstanding as payable to any enterprise covered under the Micro, Small and Medium Enterprises Development Act, 2006.

### **35 EMPLOYEES POST RETIREMENT BENEFITS:**

#### **(a) Defined Contribution Plans**

The Group has two defined contribution plans, namely provident fund and superannuation fund.

The Provident Fund is a defined contribution scheme whereby the Group deposits an amount determined as a fixed percentage of basic pay to the fund every month. The benefit vests upon commencement of employment.

The Superannuation (pension) plan for the Group is a defined contribution scheme where annual contribution as determined by the management (Maximum limit being 15% of salary) is paid to a Superannuation Trust Fund established to provide pension benefits. Benefit vests on employee completing 5 years of service. The management has the authority to waive or reduce this vesting condition. The Trust Fund has taken a Scheme of Insurance, whereby these contributions are transferred to the insurer. These contributions will accumulate at the rate to be determined by the insurer as at the close of each financial year. At the time of exit of employee, accumulated contribution will be utilised to buy pension annuity from an insurance company.

A sum of Rs.4.50 Lakh (on March 31, 2022, Rs.7.85 Lakh) has been charged to the Statement of Profit & Loss in this respect

#### **(b) Defined Benefit Plans**

The Group has defined benefit plan, namely gratuity.

Gratuity is computed as 30 days salary, for every completed year of service or part there of in excess of 6 months and is payable on retirement/termination/resignation. The benefit vests on the employee completing 3 years of service. The Gratuity plan for the Group is a defined benefit scheme where annual contributions as demanded by the insurer are deposited to a Gratuity Trust Fund established to provide gratuity benefits. The Trust Fund has taken a Scheme of Insurance, whereby these contributions are transferred to the insurer. The Group makes provision of such gratuity asset/ liability in the books of accounts on the basis of actuarial valuation.

The following table summarises the components of net expense recognised in the statement of profit and loss and amounts recognised in the balance sheet for gratuity.

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

	Year ended March 31, 2023	Year ended March 31, 2022
<b>Net Benefit Expenses</b>		
Current service cost	2.76	2.65
Net Interest cost	(0.58)	(0.78)
<b>Components of defined benefit costs recognised in statement of profit and loss</b>	<b>2.18</b>	<b>1.87</b>
<b>Remeasurement of the net defined benefit liability:</b>		
Return on plan assets (excluding amounts included in net interest expense)	0.49	(2.88)
Actuarial (gains) / losses arising from changes in financial assumptions	0.92	1.22
Actuarial (gains) / losses arising from experience adjustments	0.10	0.10
<b>Components of defined benefit costs recognised in other comprehensive income</b>	<b>1.51</b>	<b>(1.56)</b>
	As at March 31, 2023	As at March 31, 2022
<b>Benefit Asset/ (Liability)</b>		
Present value of Defined benefit obligation	46.37	41.64
Fair value of plan assets	60.22	49.67
<b>Benefit Asset</b>	<b>13.85</b>	<b>8.03</b>
<b>Changes in the present value of the defined benefit obligation:</b>		
Opening defined benefit obligation	41.64	39.51
Acquisition Adjustment	-	-
Interest cost	2.98	2.68
Current service cost	2.76	2.65
Benefits Paid	-	(1.88)
Net actuarial(gain)/loss recognised in year	(1.01)	(1.32)
<b>Closing defined benefit obligation</b>	<b>46.37</b>	<b>41.64</b>
<b>Changes in the fair value of plan assets:</b>		
Opening fair value of plan assets	49.67	50.96
Expected return on plan assets	4.05	0.59
Employer Contribution	6.50	-
Actuarial gains/(losses) on fund	-	(1.88)
<b>Closing fair value of plan assets</b>	<b>60.22</b>	<b>49.67</b>

### Sensitivity Analysis of the defined benefit obligation:

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

- If the discount rate is .50% higher (lower), the defined benefit obligation would decrease by Rs.1.07 Lakh (increase by Rs.1.07 Lakh) (as at March 31, 2022: decrease by Rs.1.08 Lakh (increase by Rs.1.15 Lakh) .
- If the expected salary growth increases (decreases) by .50%, the defined benefit obligation would increase by Rs.1.11 Lakh (decrease by Rs.1.05 Lakh) (as at March 31, 2022: increase by Rs.1.15 Lakh (decrease by Rs.1.09Lakh) .

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

The plan asset consists of a scheme of insurance taken by the Trust, which is a qualifying insurance policy. Break down of individual investments that comprise the total plan assets is not supplied by the Insurer.

The principal assumptions used in determining pension and post-employment benefit obligations for the Group's plans are shown below:

	Year ended March 31, 2023	Year ended March 31, 2022
Discount rate	7.37%	7.16%
Future salary increases	6.50%	6.50%
Rate of interest	6.50%	6.50%
Mortality table used	100% of IALM (2012-14)	100% of IALM (2012-14)

The estimates of future salary increases considered in the actuarial valuation take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market

Contributions expected to be made by the Group during the next year is Rs. 2.00 Lakh (for the year March 31, 2022 Rs.2.36 Lakh)

### 36 LIST OF RELATED PARTIES AND TRANSACTIONS / OUTSTANDING BALANCES:

(i) **Company exercising significant influence over the Group:**

Infrastructure Leasing & Financial Services Ltd  
IL&FS Transportation Network Limited

(ii) **Transactions during the year**

	Year ended March 31, 2023	Year ended March 31, 2022
Expenditure on other services	-	-

**Balance as at**

	As at March 31, 2023	As at March 31, 2022
Payable at the year end	127.21	127.21
Unsecured Short Term Loan	1,780.43	1,780.43
Interest Accrued but not due	149.83	149.83
Equity as at the year end- NTBCL	4,909.50	4,909.50
Equity as at the year end- ITNL Toll Management Service Limited	2.45	2.45

(iii) **Key Management Personnel**

**Non Executive Directors**

Mr. Chandra Shekhar Rajan (Till October 2, 2022)  
Mr. Nand Kishore (Since October 4, 2022)  
Mr Dilip Bhatia (Since December 4, 2018)  
Mr Manish Aggarwal (Since December 4, 2018)  
Mr. Kazim Raza Khan (Since July 24, 2020)  
Mr. Bijay Kumar Panda (upto July 26, 2021)  
Mr. Rakesh Chatterjee (Since December 18, 2020)  
Mr. Santanu Sen (Till August 29, 2022)  
Mr. Dheeraj Kumar (Since August 30, 2022)

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

Transactions during the year	Year ended March 31, 2023	Year ended March 31, 2022
Sitting Fee	10.80	6.15

(iv) **Associate entities of shareholders having significant influence**

- Urban Mass Transit Company Limited
- IL&FS Township & Urban Assets Limited

Transactions during the year	Year ended March 31, 2023	Year ended March 31, 2022
Rent Income	2.30	2.29
Facility Management services	0.60	0.60

Balance at the year End	As at March 31, 2023	As at March 31, 2022
Recoverable rentals	-	0.29

### 37. RATIOS ANALYSIS AND COMPONENT THEREOF

	Year ended March 31, 2023	Year ended March 31, 2022	Formula	% Variation	Reason for Variation
(i) Current Ratio	0.458	0.303	Current Assets / Current Liabilities	51%	The current ratio has increased in the current year on account of increase in current assets due to increase in investment in fixed deposits, as compared to previous year
(ii) Debt Equity Ratio : *	0.283	0.246	Long term debt/ Shareholder's Fund	15%	
(iii) Debt Service Coverage Ratio*	N.A	N.A	(Profit before interest, Depreciation and Tax)/ (Interest + Principal Repayment)	-	
(iv) Return on Equity Ratio	(0.138)	(0.141)	Net profit after tax / Average Shareholder's funds	2%	
(v) Inventory Turnover Ratio**	N.A	N.A	Cost of good sold/ Average Inventory		
(vi) Trade Receivable Turnover Ratio	5.188	1.704	Net Credit Sales/ Average Trade Receivable	204%	Ratio has improved on account of increased revenue from operations and cash realisation from debtors during the year.
(vii) Trade Payable Turnover Ratio	9.758	3.948	Total Supplier Purchases/ Average Trade Payable	147%	Ratio has increased on account of increase in expenditure
(viii) Net Capital Turnover Ratio	0.093	0.058	Sales Revenue / Working Capital	60%	Ratio has increased primarily on account of increase in Revenue from Operations in the current year
(ix) Net Profit Ratio	(1.481)	(2.550)	Net profit / Net Sales	42%	Ratio has improved on account of increase in revenue from operations in the current year.

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

	Year ended March 31, 2023	Year ended March 31, 2022	Formula	% Variation	Reason for Variation
(x) Return on Capital employed	(0.138)	(0.148)	Earning before Interest and taxes / Capital Employed	7%	
(xi) Return on investment	(0.149)	(0.152)	(Net Return on investment)/ Invested Capital	2%	

\* Debt is defined as long-term, current maturity of long term, short term borrowings and interest accrued thereon. The Company has not made payment of monthly interest & quarterly repayment on account of Secured Term Loan ("Facility") and based on the ICICI Bank Limited recall notice dated September 27, 2018 the outstanding balance due has been grouped by the Company as Current Borrowings. Pursuant to the Order of Hon'ble NCLAT dated October 15, 2018 & March 12, 2020, the Company has not accrued any interest on its loan. Hence, Debt Service Coverage ratio is not applicable to Company.

\*\* The inventory pertains to the toll revenue & since the collection of the same has been suspended vis a vis the judgment dated October 26, 2016, of the Hon'ble High Court of Allahabad, there is Nil Cost of goods sold pertaining to toll revenue. Hence, inventory turnover ratio is not applicable to Company

### 38 FINANCIAL INSTRUMENTS

#### 38.1 Capital management

The Group manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of debt (borrowings as detailed in notes) and equity of the Group (comprising issued capital and reserves).

##### 38.1.1 Gearing ratio

Particulars	As at March 31, 2023	As at March 31, 2022
Debt (i)	6,670.81	6,670.81
Cash and bank balances (Incl Bank Deposits)	4,053.75	1,379.71
Net debt	<b>2,617.06</b>	<b>5,291.10</b>
Equity (ii)	<b>23,617.90</b>	<b>27,136.80</b>
<b>Net debt to equity ratio</b>	<b>11.08%</b>	<b>19.50%</b>

(i) Debt is defined as long-term, current maturity of long term, short term borrowings and interest accrued thereon

(ii) Total equity is defined as equity share capital and reserves and surplus

#### 38.2 Categories of financial instruments

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Financial Assets measured at amortised cost</b>		
Cash and bank balances (Incl Bank Deposits)	4,053.75	1,379.71
Trade Receivables	96.54	818.10
Loan	3.61	4.89
Others	33.61	33.61
<b>Financial Liabilities measured at amortised cost</b>		
Borrowings (including Interest Accrued)	6,670.81	6,670.81
Trade Payables	171.03	225.80
Others	2,144.76	1,008.64

#### 38.3 Financial risk management objectives

The main risk arising from the Group's financial instruments are cash flow interest rate risk, liquidity risk and credit risk. The Board of the Holding Company reviews and agrees policies for managing these risks as summarised below.

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

### 38.3.1 Market risk

The Group's activities expose it primarily to the financial risks of changes in interest rates.

There has been no significant change to the Group's exposure to market risks or the manner in which these risks are managed and measured.

### 38.3.2 Interest rate risk management

The Group is exposed to interest rate risk because it borrows funds primarily at floating interest rates. However, the interest rates are dependent on prime lending rates of the Banks which are not expected to change very frequently and the estimate of the management is that these will not have a significant upward trend

The following tables detail the Group's remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

The following table details the Group's expected maturity for its financial liabilities

Particulars	March 31,2023			March 31,2022		
	Non Interest Bearing	Variable interest rate instruments	Fixed interest rate instruments	Non Interest Bearing	Variable interest rate instruments	Fixed interest rate instruments
<b>Weighted average effective interest rate (%)</b>						
upto 1 year	451.63	4,740.55	1,930.26	548.25	4,740.55	1,930.26
1-5 years	1,864.16	-	-	686.19	-	-
5+ years	-	-	-	-	-	-
<b>Total</b>	<b>2,315.79</b>	<b>4,740.55</b>	<b>1,930.26</b>	<b>1,234.44</b>	<b>4,740.55</b>	<b>1,930.26</b>

The following table details the Group's expected maturity for its financial assets

Particulars	March 31,2023			March 31,2022		
	Non Interest Bearing	Variable interest rate instruments	Fixed interest rate instruments	Non Interest Bearing	Variable interest rate instruments	Fixed interest rate instruments
<b>Weighted average effective interest rate (%)</b>						
upto 1 year	4,151.62	-	-	2,197.81	-	-
1-5 years	2.28	-	-	4.89	-	-
5+ years	33.61	-	-	33.61	-	-
<b>Total</b>	<b>4,187.51</b>	<b>-</b>	<b>-</b>	<b>2,236.31</b>	<b>-</b>	<b>-</b>

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

	Increase/ decrease in basis points	Effect on profit before tax
<b>31-Mar-23</b>		
INR	+50	38.23
INR	-50	(38.23)
<b>31-Mar-22</b>		
INR	+50	33.67
INR	-50	(33.67)

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

### 38.3.3 Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of term loans with banks and other loan instruments.

### 38.3.4 Credit risk

The Group trades only with recognised creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

With respect to credit risk arising from the other financial assets of the Group, which comprise cash and cash equivalents, and Security Deposites with third parties, the Group's exposure to credit risk arises from default of the counterparty, with maximum exposure equal to the carrying amount of these instruments.

Since the Group trades only with recognised third parties, there is no requirement for collateral. However where the management considers necessary, the Group obtains collateral in the form of bank guarantees or security deposits from the third parties.

There are no significant concentrations of credit risk within the Group.

### 38.4 Fair Value Measurement

The following table provides the fair value measurement hierarchy of the Group's asset as of March 31, 2023

Asset measured at fair value	Date of valuation	Total	Fair Value Measurement using		
			Quoted Price in active Markets	Significant Observable Inputs	Significant Unobservable Inputs
			(Level 1)	(Level 2)	(Level 3)
Intangible Asset	31-Mar-23	29,632.02	-	-	29,632.02

The following table provides the fair value measurement hierarchy of the Group's asset as of March 31, 2022

Asset measured at fair value	Date of valuation	Total	Fair Value Measurement using		
			Quoted Price in active Markets	Significant Observable Inputs	Significant Unobservable Inputs
			(Level 1)	(Level 2)	(Level 3)
Intangible Asset	31-Mar-22	33,467.59	-	-	33,467.59

There have been no transfers between Level 1 and Level 2 during the year.

Management has determined that the intangible assets constitute one class of asset, based on the nature, characteristics and risk of the asset.

## 39 SEGMENT REPORTING

The Concession Agreement with NOIDA confers certain economic rights to the Group. These include rights to charge toll and earn advertisement revenue, development income and other economic rights. The income stream of the Group comprises of toll income, advertising income and other related income.

Both these rights are directly or indirectly linked to traffic on the Delhi Noida Toll Bridge and are broadly subject to similar risks. Toll revenue is fully variable while license fee from advertisement is fixed to a certain extent. The operating risk in both the cases is similar and the expenses cannot be segregated as the Company does not have separate departments for the management of each activity. The Management Information System also does not capture both activities separately. As both emanate from the same Concession Agreement and together form a part of the Return as specified in the Concession Agreement, the Group does not have different business reporting segments.

Similarly, the Group operates under a single geographical segment.

40 NOIDA has irrevocably granted to Company the exclusive right and authority during the concession period to develop, establish, finance, design, construct, operate, and maintain the Delhi Noida Toll Bridge as an infrastructure facility.

NOIDA has further granted the exclusive right and authority during the concession period in accordance with the terms and conditions of the agreement to:

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

- Enjoy complete and uninterrupted possession and control of the lands identified constituting the Delhi Noida Toll Bridge site.
- Own all or any part of the project assets.
- Determine, demand, collect, retain and appropriate a Fee from users of the Delhi Noida Toll Bridge and apply the same in order to recover the Total Cost of Project and the Returns thereon.
- Restrict the use of the Delhi Noida Toll Bridge by pedestrians, cycle rickshaws etc.
- Develop, establish, finance, design, construct, operate, maintain and use any facilities to generate development income arising out of the Development Rights that may be granted in accordance with the provisions of the Concession agreement.
- Appoint subcontractors or agents on Company's behalf to assist it in fulfilling its obligations under the agreement.

### SIGNIFICANT TERMS OF THE ARRANGEMENT THAT MAY AFFECT THE AMOUNT, TIMING AND CERTAINTY OF FUTURE CASH FLOW

#### **Concession Year**

The Concession Year shall commence on December 30, 1998 (the Effective Date) and shall extend until the earlier of:

- A period of 30 years from the Effective Date;

The date on which the Concessionaire shall recover the total cost of the project and the returns as determined by the independent auditor and the independent engineer through the demand and collection of fee, the receipt, retention and appropriation of development income and any other method as determined by the parties.

In the event of Company not recovering the total project cost and the returns thereon within the specified time the Concession Year shall be extended by NOIDA for a period of 2 years at a time until the total project cost and the returns thereon have not been recovered by the Concessionaire.

In the past, NOIDA has been in discussion with the Company to consider modifications of a few terms of the Concession Agreement. The Company at its 9th July 2015 Board meeting, approved the draft proposal (Subject to approval by Noida & Shareholders) for terminating the concession & handing over the bridge on March 31, 2031 & freezing the amount payable as on March 31, 2011.

#### **Return**

Return means the designated return on the Total Cost of the project recoverable by the concessionaire from the effective date at the rate of 20 % per annum.

#### **Independent Auditor**

An Independent Auditor shall be appointed for the entire term of the Concession Agreement. The Independent Auditor shall approve the format for the maintenance of accounts, the accounting standards and the method of cost accounting to be followed by the Concessionaire. The Independent Auditor shall audit, on a quarterly basis the Concessionaire's accounts.

The Independent Auditor shall also certify the Total Cost of Project outstanding and compute the returns thereon from time to time on a per annum basis.

#### **Fees**

The Concession Agreement had determined the Base Fee Rates which have been determined and set according to 1996 figures and shall be revised to determine the initial fee to be applied to the users of the project on the Project Commissioning Date (the "Initial Fee Rate"). The following are the Base Fee Rates:

<b>Vehicle Type</b>	<b>One Way Fee in Rs.</b>
Earth moving / construction vehicle	30
For each additional axle beyond 2 axle	10
Truck – 2 axles	20
Bus – 2 axles	30
Light Commercial Vehicle	20
Cars and other four wheelers	10
Three wheelers	10
Two wheelers	5
Non-motorised vehicles	-

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

The Initial Fee Rate shall be determined strictly in accordance with the increase in the CPI, based upon the Base Fee Rates as determined in the Concession Agreement and shall be revised in accordance with the following formula:

$$\text{IFR} = \text{CPI (I)} * \text{Base Fee Rate} / \text{CPI (B)}$$

Where

IFR = Initial Fee Rate

CPI ( I ) = Consumer Price Index for the month previous to the month of setting the Initial Fee Rate

CPI ( B ) = Consumer Price Index of the month in which this Agreement is entered into

The Fee Rates are to be revised annually by the Fee Review Committee. Fee rates are revised as per the following formula:

$$\text{RFR} = \text{CPI ( R ) } * \text{IFR} / \text{CPI ( I ) }$$

Where

RFR = Revised Fee Rate

CPI ( R ) = Consumer Price Index for the month previous to the month in which the revision is taking place

CPI ( I ) = Consumer Price Index for the month previous to the month of setting the initial fee rate

IFR = Initial Fee Rate

### **Fee Review Committee**

A Fee Review Committee was established which comprised of one representative each of NOIDA, the Concessionaire and a duly qualified person appointed by the representatives of NOIDA and Concessionaire who shall also be the Chairman of the Committee. The Fee Review Committee shall:

- review the need for a revision to existing rates of Fee upon occurrence of unexpected circumstances;
- review the formula for revision of fees

### **Cost of Project and calculations of return**

The total project cost shall be the aggregate of:

- Project Cost
- Major Maintenance Expenses
- Shortfalls in recovery of Returns in a specific financial year

The Project Cost had to be determined on the Project Commissioning date by the Independent Auditor with the assistance of the Independent Engineer.

The amounts available for appropriation by NTBCL for the purpose of recovering the total project cost and the returns thereon shall be calculated at annual intervals from the Effective Date in the following manner:

Gross revenues from Fee collections, income from advertising and development income

Less: O&M expenses

Less: Taxes (excluding any customs or import duties)

### **Major Maintenance Expenses**

'Major Maintenance Expenses' refer to all expenses incurred by NTBCL for any overhaul of, or major maintenance procedure for, the Delhi Noida Toll Bridge or any portion thereof that require significant disassembly or shutdown of the Delhi Noida Toll Bridge including those teardowns overhauls, capital improvements and replacements to major component thereof), which are (i) to be conducted upon the passage of the number of million standard axels or (ii) not regularly scheduled. The Independent Engineer shall determine the necessity, of conducting the major maintenance and certify that the work has been executed in accordance with specifications.

## NOTES FORMING PART OF CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Lakh)

### TRANSFER OF THE PROJECT UPON TERMINATION OF CONCESSION PERIOD

On the transfer date, NTBCL shall transfer and assign the project assets to NOIDA or its nominated agency and shall also deliver to NOIDA on such dates such operating manuals, plans, design drawings and other information as may reasonably be required by NOIDA to enable it to continue the operation of the bridge.

On the transfer date, the bridge shall be in fair condition subject to normal wear and tear having regard for the nature of asset, construction and life of the bridge as determined by the Independent Engineer. NTBCL shall ensure that on the transfer date, the bridge is in the condition so as to operate at the full rated capacity and the surface riding quality of the bridge will have a minimum performance level of 3000 – 3500 mm per Km when measured by bump integrator.

The asset shall be transferred to NOIDA for a sum of Re. 1/-. NOIDA shall be responsible for the cost and expenses in connection with the transfer of the asset.

### OTHER OBLIGATIONS DURING THE CONTRACT TERM

#### *Major Repairs and Unscheduled Maintenance*

NTBCL shall inform the Independent Engineer when the work is necessary and use materials that allow for rapid return to normal service and organise work cruise to minimise disruptions. The Independent Engineer to approve work prior to commencement and after repairs are completed Independent Engineer shall confirm that maintenance/ repairs conform to the required standards.

#### *Overlay*

Based on traffic projections and overlay and design Million Standard Axle (MSA), NTBCL shall indicate, in annual report vis-à-vis the MSA projections, the point of time at which the pavement shall require an 'overlay'.

Overlay is defined as a strengthening layer which is required over the entire extent of pavement of the main carriageway and cycle track without in any way effecting the safety of structures. This 'Overlay' shall be carried out by NTBCL upon receipt of Independent Engineer approval. The Independent Engineer can also decide an overlay on particular sections based on pavement specifications.

#### *Liability to Third Parties*

NTBCL shall during the Concession year use reasonable endeavors to mitigate any liabilities to third parties as is foreseeable arising out of loss or damage to the bridge or the project site.

41 Previous year's figures have been regrouped/ rearranged wherever necessary to conform to the classification adopted for the current year.

### 42 APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements were approved for issue by the Board of Directors on May 24 2023

#### In terms of our report attached

**For N. M. Raiji & Co**  
Chartered Accountants  
Firm Registration No.: 108296W

**Vinay D. Balse**  
Partner  
(Membership No.: 039434)  
UDIN: 23039434BGWHWJ3840

**Place:** Mumbai  
**Date:** May 24, 2023

**For and on behalf of**  
**Noida Toll Bridge Company Limited**

**Dheeraj Kumar**  
Executive Director  
DIN No.: 07046151

**Rajiv Jain**  
Chief Financial Officer

**Place:** Noida  
**Date:** May 24, 2023

**Dilip Bhatia**  
Director  
DIN No.: 01825694

**Gagan Singhal**  
Company Secretary  
M. No.: F-7525

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**Registered Office:**  
**CIN: L45101DL1996PLC315772**  
**Noida Toll Bridge Company Limited**  
Toll Plaza, Mayur Vihar Link Road, New Delhi - 110 091  
Tel.: 0120 2516495 | [www.ntbcl.com](http://www.ntbcl.com)