

January 20, 2023

The General Manager

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

Scrip Code No. 532481

Mr. K Hari

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

Scrip Code No. NOIDA TOLL EQ

Sub: Voting Results of Postal Ballot under Regulations 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015

Dear Sir,

This is in continuation to our earlier intimation dated December 19, 2022 informing about the notice of Postal Ballot dated December 19, 2022 ("the Notice") seeking approval of Members of the Company in respect of appointment of Mr. Dheeraj Kumar (DIN: 07046151) as Whole Time Director to hold office for a term ending on December 4, 2024. The remote e-voting period for casting the votes had commenced from 9:00 a.m. (IST) on Tuesday, December 20, 2022 and shall end on Wednesday, January 18, 2023 at 5:00 p.m. (IST).

We wish to inform you that based on the Scrutinizer Report dated January 20, 2023 on the Postal Ballot, the Members of the Company have passed the resolution for the appointment of Mr. Dhiraj Kumar as Whole Time Directors with requisite Majority, which is as under:

Sr. No.	Description of the Resolution	Type of Resolution	Remarks
1.	Appointment of Mr. Dheeraj Kumar (DIN: 07046151) as Whole Time Director of the Company	Ordinary Resolution	Passed with the requisite majority
Note: The aforesaid resolution, since assented by the requisite majority, are deemed to be passed on January 18, 2023 being the last date specified for e-voting / receipt of duly completed Postal Ballot forms in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.			

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a copy of the voting results along with a copy of the Scrutinizer's Report is enclosed herewith.

We request you to take the same on your records & oblige.

Thanking You

For Noida Toll Bridge Company Limited

GAGAN
SINGHAL
Digitally signed by
GAGAN SINGHAL
Date: 2023.01.20
17:43:56 +05'30'

Gagan Singhal

Company Secretary & Compliance Officer

Mem. No. F7525

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Mr. Dheeraj Kumar (DIN: 07046151) as Whole Time Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	49095007	49095007	100.0000	49095007	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	49095007	49095007	100.0000	49095007	0	100.0000	0.0000
Public- Institutions	E-Voting	3097400	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3097400	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	134002595	3181422	2.3741	3121336	60086	98.1113	1.8887
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	134002595	3181422	2.3741	3121336	60086	98.1113	1.8887
Total		186195002	52276429	28.0762	52216343	60086	99.8851	0.1149
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



SCRUTINIZER'S REPORT

(Pursuant to Sections 108 and 110 of Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules 2014 read with Rule 20 of Companies (Management and Administration) Rules 2014 as amended by Companies (Management and Administration) Amendment Rules 2015 to the extent applicable)

To,
The Chairman,
M/s. NOIDA TOLL BRIDGE COMPANY LIMITED
Address: The Toll Plaza, Mayur Vihar Link Road,
Delhi- 110091.
Dear Sir(s),

Sub- Scrutinizer's Report on Postal Ballot and e-voting conducted in respect of passing of resolution set-out in the notice dated 19th December 2022.

I, **Sanjay Kumar**, Managing Partner of Kumar Wadhwa & Company, Company Secretaries in practice, having office at C-1/113, Ground Floor, Sector-11, Rohini, New Delhi-110085, appointed by the Board of Noida Toll Bridge Company Limited ("the Company"), having its Registered office at The Toll Plaza, DND Flyway, Mayur Vihar Link Road, Delhi - 110091, for the purpose of scrutinizing postal ballot process in a fair and transparent manner and ascertaining the requisite majority on e-voting and postal ballot out under the provisions of Section 108 read with section 110 of Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules 2014 read with Rule 20 of Companies (Management and Administration) Rules 2014 as amended by Companies (Management and Administration) Amendment Rules 2015 to the extent applicable on below mentioned resolution and Regulation 44 of SEBI (Listing Regulations & Disclosure Requirements) Regulation 2015, Secretarial Standards on General Meetings issued by ICSI & in accordance with the guidelines prescribed by Ministry of Corporate Affairs vide its General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 ("MCA Circulars") and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the Ordinary Resolution as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by remote e-voting ("Postal Ballot/ e- Voting"). Accordingly, approval of the shareholder has been obtained through the process of said postal ballot.

The said appointment as Scrutinizer is under the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.

We hereby submit our report as under: -

1. Management's Responsibility

The management of the Company Is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolution contained in the Notice.



The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

2. Scrutinizer's Responsibility

My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" by the members in respect of the resolutions contained in the Notice. My report is based on verification of data and reports generated from the voting system provided by National Securities Depository Limited (NSDL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and papers/ documents furnished to me electronically till the time fixed for closing of the e-voting process i.e., till Wednesday, January 18, 2023 at 05:00 P.M. (IST).

3. Cut-off Date

The Members of the Company as on the "cut-off" date as set out in the Notice Friday i.e., December 16, 2022 were entitled to vote on the resolution set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

4. E-Voting Process

(i) The e-voting period remained open from Tuesday, December 20, 2022 9:00 a.m. (IST) to Wednesday, January 18, 2023 5:00 p.m. (IST).

(ii) The votes for e-Voting process were unlocked on Friday, 20th January, 2023 in the presence of two witnesses, **Ms. Anshika Shrivastav** (wz-802, Palam Village, New Delhi-110045) and **Mr. Karambir** (House No. 5, Extension 2B, Gali No. 10, Nangloi, Delhi-110041) who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence.

Name: **Anshika Shrivastav**

Name: **Karambir**

(iii) Thereafter, the details containing, inter alia, the list of Members who voted "in favour" or "against" on the resolution were generated from the e-voting website <https://www.evoting.nsdl.com>. Based on the report generated and relied upon by me, data on the e-voting was scrutinized.

5. I submit herewith the Scrutinizer's Report on the results of the e-voting for postal ballot, based on the report generated by National Securities Depository Limited, scrutinized and relied upon by me as under:

Item.No.1: Ordinary Resolution: - Appointment of Mr. Dheeraj Kumar (DIN: 07046151) as a Whole-Time Director of the Company

Method of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes		Total valid votes cast (In Nos.)
	Nos.	% Age	Nos.	%Age	Nos	%Ag e	
e-Voting	52216343	99.89	60086	0.11	0	0	52276429
Postal Ballot	0	0	0	0	0	0	0
Total	52216343	99.89	60086	0.11	0	0	52276429



Aforesaid resolution contained in the Notice have been passed with requisite majority by the Members of the Company.

6. All the relevant records of Voting is under our safe custody until the Chairman considers, approves and signs the Minutes of the extra ordinary general Meeting and the same shall be handed over to the Chairman or the Company Secretary of the Company for safe keeping.

Thanking You,

Sincerely

For Kumar Wadhwa & Company
(Practicing Company Secretaries)



Sanjay Kumar
(Managing Partner)

M.No: 9211

COP No. - 7027

UDIN: F009211D003021473

Place: Delhi

Date: 20.01.2023

Countersigned by:
For Noida Toll Bridge Company Limited

Gagan Singhal
Company Secretary and Compliance Officer