

October 01, 2022

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

Dear Sir/Madam,

Sub: Consolidated Voting Results on Resolutions as per the Notice of the 26th Annual General Meeting of Noida Toll Bridge Company Limited ('AGM') dated September 30, 2022

Please note that Resolution Nos. 1 to 5 as per the Notice dated September 07, 2022 of the 26th AGM held on September 30, 2022 have been passed by the shareholders with requisite majority. Further, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the voting results, in the prescribed format, in respect of the votes cast through e-voting at the 26th AGM.

A copy of the Scrutinizer's Report containing consolidated voting results is enclosed herewith.

We request you to take the above information on record.

Thanking you,
For **Noida Toll Bridge Company Limited**

Gagan Singhal
Company Secretary & Compliance Officer

	NOIDA TOLL BRIDGE COMPANY LIMITED
Date of the AGM/EGM	30-09-2022
Total number of shareholders on record date	62292
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Financial Statements of the Company (including Consolidated Financial Statement) for the Financial Year ended March 31,2022.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	4,90,95,007	4,90,95,007	100.0000	4,90,95,007	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,90,95,007	100.0000	4,90,95,007	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,30,91,600	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	12,40,08,395	13,18,393	1.0631	12,97,486	20,907	98.4142	1.5857	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		13,18,393	1.0631	12,97,486	20,907	98.4142	1.5858	0	0
Total		18,61,95,002	5,04,13,400	27.0756	5,03,92,493	20,907	99.9585	0.0415	0	0

ORDINARY - To appoint a Director in place of Mr. Kazim Raza Khan (DIN 05188955), who retires by rotation and, being eligible, offers himself for re-appointment.

No									
Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
E-Voting	4,90,95,007	4,90,95,007	100.0000	4,90,95,007	0	100.0000	0.0000	0	0
Poll		0	0.0000	0	0	0.0000	0.0000	0	0
Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total		4,90,95,007	100.0000	4,90,95,007	0	100.0000	0.0000	0	0
E-Voting	1,30,91,600	0	0.0000	0	0	0.0000	0.0000	0	0
Poll		0	0.0000	0	0	0.0000	0.0000	0	0
Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total		0	0	0	0	0.0000	0.0000	0	0
E-Voting	12,40,08,395	13,18,393	1.0631	12,71,431	46,962	96.4379	3.5620	0	0
Poll		0	0.0000	0	0	0.0000	0.0000	0	0
Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total		13,18,393	1.0631	12,71,431	46,962	96.4379	3.5621	0	0
Total	18,61,95,002	5,04,13,400	27.0756	5,03,66,438	46,962	99.9068	0.0932	0	0

ORDINARY - To re-appoint M/s N. M. Raiji & Co., Chartered Accountants, as the Statutory Auditors of the Company.

No									
Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
E-Voting	4,90,95,007	4,90,95,007	100.0000	4,90,95,007	0	100.0000	0.0000	0	0
Poll		0	0.0000	0	0	0.0000	0.0000	0	0
Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total		4,90,95,007	100.0000	4,90,95,007	0	100.0000	0.0000	0	0
E-Voting	1,30,91,600	0	0.0000	0	0	0.0000	0.0000	0	0
Poll		0	0.0000	0	0	0.0000	0.0000	0	0
Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total		0	0	0	0	0.0000	0.0000	0	0
E-Voting	12,40,08,395	13,18,393	1.0631	12,95,485	22,908	98.2624	1.7375	0	0
Poll		0	0.0000	0	0	0.0000	0.0000	0	0
Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total		13,18,393	1.0631	12,95,485	22,908	98.2624	1.7376	0	0
Total	18,61,95,002	5,04,13,400	27.0756	5,03,90,492	22,908	99.9546	0.0454	0	0

ORDINARY - Approval for Appointment of Mr. Dheeraj Kumar (DIN 07046151) as a Nominee Director

Yes									
Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
E-Voting	4,90,95,007	4,90,95,007	100.0000	4,90,95,007	0	100.0000	0.0000	0	0
Poll		0	0.0000	0	0	0.0000	0.0000	0	0
Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total		4,90,95,007	100.0000	4,90,95,007	0	100.0000	0.0000	0	0
E-Voting	1,30,91,600	0	0.0000	0	0	0.0000	0.0000	0	0
Poll		0	0.0000	0	0	0.0000	0.0000	0	0
Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total		0	0	0	0	0.0000	0.0000	0	0
E-Voting	12,40,08,395	13,18,393	1.0631	12,92,585	25,808	98.0424	1.9575	0	0
Poll		0	0.0000	0	0	0.0000	0.0000	0	0
Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total		13,18,393	1.0631	12,92,585	25,808	98.0425	1.9575	0	0
Total	18,61,95,002	5,04,13,400	27.0756	5,03,87,592	25,808	99.9488	0.0512	0	0

ORDINARY - Approval for enter into a contract/agreement with ITNL Toll anagement Services Limited – a subsidiary of the Company

Yes									
Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
E-Voting	4,90,95,007	4,90,95,007	100.0000	4,90,95,007	0	100.0000	0.0000	0	0
Poll		0	0.0000	0	0	0.0000	0.0000	0	0
Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total		4,90,95,007	100.0000	4,90,95,007	0	100.0000	0.0000	0	0
E-Voting	1,30,91,600	0	0.0000	0	0	0.0000	0.0000	0	0
Poll		0	0.0000	0	0	0.0000	0.0000	0	0
Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total		0	0	0	0	0.0000	0.0000	0	0
E-Voting	12,40,08,395	13,18,393	1.0631	12,92,586	25,807	98.0425	1.9574	0	0
Poll		0	0.0000	0	0	0.0000	0.0000	0	0
Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total		13,18,393	1.0631	12,92,586	25,807	98.0425	1.9575	0	0
Total	18,61,95,002	5,04,13,400	27.0756	5,03,87,593	25,807	99.9488	0.0512	0	0



Consolidated Scrutinizer's Report

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014, as amended)

To,
The Chairman,
**26th Annual General Meeting of the Equity Shareholders of
NOIDA TOLL BRIDGE COMPANY LIMITED**
Held on Friday, September 30, 2022
At 10:30 a.m. Through Video Conferencing/ Other Audio Visual Means

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') for the 26th Annual General Meeting of Noida Toll Bridge Company Limited held on Friday, September 30, 2022 at 10.30 a.m. (IST) through video conferencing ('VC') /other audio visual means ('OAVM') in respect of the resolutions (businesses) contained in the Notice dated September 7, 2022

Dear Sir(s),

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, as Scrutinizer for the purpose of scrutinizing the e-voting process ("remote e-voting") and electronic voting (e-voting) conducted at the 26th Annual General Meeting ("AGM") held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") on Friday, September 30, 2022 at 10:30 a.m. (IST) on the below mentioned resolutions pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We hereby submit our report as under:-

1. The AGM is held in compliance with the MCA Circular dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020 and General Circular No. 02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") regarding holding of the AGM through Video Conferencing (VC)/Other Audi-Visual Means (OAVM), without the physical presence of the Members at a common venue and as confirmed by the Company, the Notice of the AGM along with the Annual Report 2021-22 has being sent on September 7, 2022 only through electronic mode to those Members whose e-





KUMAR WADHWA & COMPANY

COMPANY SECRETARIES

C-1/113, Sector-11, Opposite CNG Station, Rohini, Delhi-110085
+91 9711636370, +91 9899889298 @ www.kwcsindia.com ✉ sssp28@gmail.com, info@kwcsindia.com

mail addresses are registered with the Company, RTA or CDSL/NSDL ("Depositories").

2. The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to e-Voting (which includes remote e-voting and the electronic voting, provided at the AGM) to the Members on the resolutions proposed in the Notice calling the 26th AGM of the Company was the responsibility of the Management. My responsibility as a Scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner, and render a Consolidated Scrutinizers Report on the voting to the Chairman on the resolutions.
3. The e-voting facility both for e-voting prior to the AGM (Remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by National Securities Depository Limited ("NSDL")
4. The Shareholders who are holding shares as on the "cut-off" date i.e. Friday, September 23, 2022 were entitled to vote through e-Voting on the Resolutions No's 1 to 5 as set out in the Notice of 26th AGM issued pursuant to the Section 101 of the Companies Act, 2013.
5. The Remote e-voting period commenced on Tuesday, September 27, 2022 at 09:00 a.m. (IST) and concluded on Thursday, September 29, 2022 at 05:00 p.m. (IST) and the NSDL Remote e-voting portal was blocked thereafter.
6. At the 26th AGM of the Company held on Friday, September 30, 2022, the facility to vote through electronic voting system had been provided to facilitate voting for those Members who were present at the Meeting through VC/OAVM but could not participate in the Remote e-voting to record their votes on the resolutions to be passed.
7. After the closure of the e-voting at the AGM, the votes cast through e-voting at the AGM and through Remote e-voting prior to the date of AGM were unblocked on Friday, September 30, 2022 after 2:30 p.m. (IST) in the presence of two witnesses, Ms. Gursharan Kaur (E-169, Vijay Vihar, Phase -2 Near Rohini Sector-4, Delhi-110085) and Mr. Sahil Arora (H.no3513/3515, Second Floor, Chauthani Manzil, Nicholson Road, Mori gate Delhi-110006) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature:

Name: Gursharan Kaur

Signature:

Name: Sahil Arora

8. I hereby submit a Consolidated Scrutinizers Report pursuant to rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 26th AGM based on the scrutiny of Remote e-voting and the electronic voting at the AGM and votes cast therein based on the data downloaded from the electronic voting system by the National Securities Depository Limited ("NSDL").





9. The results of the Remote e-voting together with that of the voting through electronic voting system conducted at the AGM through VC/OAVM are as under:

1. RESOLUTION NO. 1 AS AN ORDINARY RESOLUTION

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with 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, 2022, together with the Report of the Auditors thereon.

(i) Voted in favour of Resolution:

Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	242	50392493	100.00
Electronic voting at the AGM	0	0	0.00
TOTAL	242	50392493	100.00

(ii) Voted against the Resolution:

Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	33	20907	100.00
Electronic voting at the AGM	0	0	0.00
TOTAL	33	20907	100.00





(iii) Invalid Votes

Particulars of Voting	Total number of Members whose votes were declared invalid	Total number of votes held by them
Remote e-voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

2. RESOLUTION NO. 2 AS AN ORDINARY RESOLUTION

To appoint a Director in place of Mr. Kazim Raza Khan (DIN 05188955), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of Resolution:

Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	235	50366438	100.00
Electronic voting at the AGM	0	0	0.00
TOTAL	235	50366438	100.00

(ii) Voted against the Resolution:

Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	40	46962	100.00
Electronic voting at the AGM	0	0	0.00
TOTAL	40	46962	100.00





(iii) Invalid Votes

Particulars of Voting	Total number of Members whose votes were declared invalid	Total number of votes held by them
Remote e-voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

3. RESOLUTION NO. 3 AS AN ORDINARY RESOLUTION

To re-appoint M/s N. M. Raiji & Co., Chartered Accountants, as the Statutory Auditors of the Company

(i) Voted in favour of Resolution:

Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	240	50390492	100.00
Electronic voting at the AGM	0	0	0.00
TOTAL	240	50390492	100.00

(ii) Voted against the Resolution:

Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	35	22908	100.00
Electronic voting at the AGM	0	0	0.00
TOTAL	35	22908	100.00





(iii) Invalid Votes

Particulars of Voting	Total number of Members whose votes were declared invalid	Total number of votes held by them
Remote e-voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

4. RESOLUTION NO. 4 AS AN ORDINARY RESOLUTION

Appointment of Mr. Dheeraj Kumar (DIN 07046151) as a Nominee Director

(i) Voted in favour of Resolution:

Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	236	50387592	100.00
Electronic voting at the AGM	0	0	0.00
TOTAL	236	50387592	100.00

(ii) Voted against the Resolution:

Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	39	25808	100.00
Electronic voting at the AGM	0	0	0.00
TOTAL	39	25808	100.00





(iii) Invalid Votes

Particulars of Voting	Total number of Members whose votes were declared invalid	Total number of votes held by them
Remote e-voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

5. RESOLUTION NO. 5 AS AN ORDINARY RESOLUTION

To enter into a contract/agreement with ITNL Toll Management Services Limited – a subsidiary of the Company

(i) Voted in favour of Resolution:

Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	237	50387593	100.00
Electronic voting at the AGM	0	0	0.00
TOTAL	237	50387593	100.00

(ii) Voted against the Resolution:

Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	38	25807	100.00
Electronic voting at the AGM	0	0	0.00
TOTAL	38	25807	100.00





KUMAR WADHWA & COMPANY
COMPANY SECRETARIES

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(iii) Invalid Votes

Particulars of Voting	Total number of Members whose votes were declared invalid	Total number of votes held by them
Remote e-voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

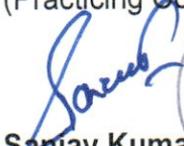
Based on the foregoing, the Resolutions No. (s) 1 to 5 have been passed with the requisite majority.

All the relevant records of Voting is under our safe custody until the Chairman considers, approves and signs the Minutes of the 26th Annual 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: F009211D001115470
Place: Delhi
Date: October 01, 2022

Countersigned by:
For Noida Toll Bridge Company Limited




Gagan Singhal
Company Secretary and Compliance Officer