

November 29, 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: Notice of Postal Ballot and e-voting

Dear Madam/Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated November 28, 2023 for seeking approval of the Members of the Company by way of Ordinary Resolution.

The Company has circulated the electronic copies of Postal Ballot Notice dated November 28, 2023 along with Explanatory Statement pertaining to the resolution given in the attached Postal Ballot Notice setting out the material facts and related particulars, on November 28, 2023 to those Members whose names appear in the Register of Members/ list of Beneficial Owners maintained by the Company / Depositories as at close of business hours on Friday i.e. November 24, 2023 (“Cut-off date”) and whose email address were registered with the Depository Participants or with the Company or its Registrar an Transfer Agent as on the Cut-off date. Members who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The Company has engaged M/s National Securities Depository Limited (NSDL) to offer e-voting facility to all its members to enable them to cast their votes electronically.

The e-voting period will commence on Wednesday, November 29, 2023 at 9:00 A.M. (IST) and will end on Thursday, December 28, 2023 at 05:00 P.M. (IST).

The said Postal Ballot Notice will also be made available on the website of the Company: www.ntbcl.com and on the website of National Securities Depository Limited (NSDL): www.evoting.nsdl.com.

Thanking You

For **Noida Toll Bridge Company Limited**

GAGAN SINGHAL
Digitally signed by
GAGAN SINGHAL
Date: 2023.11.29
14:52:22 +05'30'

Gagan Singhal

Company Secretary & Compliance Officer

Mem No. F7525

Encl: As above



**Noida
Toll Bridge Co. Ltd.**

NOIDA TOLL BRIDGE COMPANY LIMITED

Registered Office: The Toll Plaza, Mayur Vihar Link Road, New Delhi – 110091

(CIN: L45101DL1996PLC315772)

E-mail Id: ntbcl@ntbcl.com, Website: www.ntbcl.com

Tel: 0120 2516495

NOTICE OF POSTAL BALLOT

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholders,

NOTICE is hereby given to the Members of Noida Toll Bridge Company Limited (“the Company”), pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (**the “Act”**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**“Rules”**) including any statutory modification(s) or re-enactment(s) thereof from time to time being in force and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**) from time to time, Secretarial Standards on General Meeting (“SS-2”) issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed/issued by the Ministry of Corporate Affairs (**the “MCA”**) 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”**).

In accordance with the MCA Circulars, SEBI circulars and Regulation 44 of the SEBI Listing Regulations, as amended, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The proposed Resolution and the Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. The Board of Directors of the Company has appointed Mr. Sanjay Kumar, Company Secretary in Practice (FCS No. 9211 and CP No. 7027), as the Scrutinizer (hereinafter referred as the “Scrutinizer”) on Thursday, November 9, 2023, for conducting the Postal Ballot and e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations (iii) the Secretarial Standards SS-2 and (iv) MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting forms part of this Postal Ballot Notice.

Corporate Off.: Toll Plaza, DND Flyway, Noida-201 301, U.P. INDIA Phone: 0120-2516495

Regd. Off.: Toll Plaza, Mayur Vihar Link Road, New Delhi - 110091, INDIA

Website: www.ntbcl.com

Email: ntbcl@ntbcl.com

CIN: L45101DL1996PLC315772

The Postal Ballot Notice will also be placed on the website of the Company (www.ntbcl.com) and on the website of NSDL (www.evoting.nsdl.com).

The Postal Ballot Notice is being sent only by electronic mode, to those Members whose email addresses are registered with the Company/ Depositories, in accordance with the aforesaid MCA and SEBI Circulars. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process. The Members holding equity shares of the Company are requested to carefully read all the instructions given in the notes.

The communication of the assent or dissent of the Members would take place only through the Remote e-Voting system. Eligible Member, whose e-mail address is not registered with the Company/Depositories, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice.

The remote e-voting period commences from 9:00 a.m. (IST) on Wednesday, November 29, 2023 and ends at 5:00 p.m. (IST) on Thursday, December 28, 2023. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company or any person authorised by the Chairman. The results of the voting conducted through Postal Ballot (through the remote e-voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorised by the Chairman, on or before 5:00 p.m. (IST) on Saturday, December 30, 2023.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than 5:00 p.m. (IST) on Thursday, December 28, 2023. Remote e-Voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The same will be displayed on the website of the Company: www.ntbcl.com, the website of NSDL: www.evoting.nsdl.com and also shall be communicated to BSE Limited ("BSE"), where the Company's equity shares are listed and be made available on their respective websites. The Company will also display the results of the Postal Ballot at its Registered Office.

In the event, Resolutions as set out in the Notice is assented to by requisite majority by means of Remote e-voting process, it shall be deemed to have been passed on the last date specified by the Company for e-voting. The last date of e-voting shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority.

The Members are requested to consider and, if thought fit, to pass with or without modification the following resolution:

1. Appointment of M/s Jayashree Ramaswamy (DIN: 02235205) as a Nominee Director 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 Sections 149 & 152 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Jayashree Ramaswamy (DIN 02235205) who has been appointed as an Additional Director of the Company in the category of Non-Executive Director by the Board of Directors w.e.f. October

4, 2023, pursuant to provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director , be and is hereby appointed as a Non-Executive Nominee Director of the Company, representing IL&FS Transportation Networks Limited, liable to retire by rotation.”

RESOLVED FURTHER THAT any of the Directors, Mr. Rajiv Jain, Chief Financial Officer, or Mr. Gagan Singhal, Company Secretary of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto.”

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

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

Date: November 28, 2023
Delhi

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

NOTES:

1. The Explanatory Statements and reasons for the proposed Ordinary Resolution(s) pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') forms part of the Explanatory Statement forming part of this Notice.
2. The Company has appointed Mr. Sanjay Kumar, Managing Partner of M/s Kumar Wadhwa & Company, Company Secretaries (C P No. 7027) Practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as on Friday, November 24, 2023, and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 10.
4. In line with the MCA circulars, the Postal Ballot Notice is being sent only by electronic mode to those Members whose email addresses are registered with the Company / Depositories.
5. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Friday, November 24, 2023, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
6. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Shareholders to cast their votes electronically:
7. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.ntbcl.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and also on the website of National Securities Depositories Limited ("NSDL") at www.evoting.nsdl.com.
8. All the material documents referred to in the Explanatory Statements, shall be available for inspection through electronic mode from Wednesday, November 29, 2023 to Thursday, December 28, 2023 basis the request being sent on ntbcl@ntbcl.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
9. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, November 24, 2023, being the cut-off date fixed for the purpose.

10. The voting period begins at 9.00 hours IST on Wednesday, November 29, 2023 and ends at 17.00 hours IST on Thursday, December 28, 2023. The e-voting module shall be disabled by National Securities Depository Limited for voting thereafter.
11. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at ntbcl@ntbcl.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to ntbcl@ntbcl.com.
12. The Scrutinizer will submit his report to the Chairman or a Director authorized by him after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on Saturday, December 30, 2023 at the Corporate Office of the Company at The Toll Plaza, DND Flyway, Noida - 201301. The Resolution, if passed by requisite majority shall be deemed to have been passed on Saturday, December 30, 2023, being the last date specified by the Company for e-voting.
13. The declared results along with the report of the Scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange Limited and shall be uploaded on the website of the Company i.e., www.ntbcl.com, website of National Securities Depository Limited <https://evoting.nsdl.com/>.
14. The instructions for Shareholders for 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 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
<p>Individual members holding securities in demat mode with NSDL.</p>	<p>Users registered for NSDL IDeAS facility:</p> <p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Users not registered for NSDL IDeAS facility:</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>e-Voting website of NSDL</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. 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. 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.</p> <p>e-Voting mobile application of NSDL</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>

Individual members holding securities in demat mode with CDSL	<p>Existing users who have opted for Easi / Easiest</p> <p>Login through their user id and password. Option will be made available to reach e-Voting page without any further authentication.</p> <p>a) The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or;</p> <p>b) https://www.cdslindia.com and click on New System Myeasi</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>Users not registered for Easi/Easiest</p> <p>Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Visit the e-Voting website of CDSL</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual members (holding securities in demat mode) login through their depository participants	Members can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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.

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542/43

- 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:

- a) Visit the e-Voting website of NSDL. Open web browser by typing the following: URL: www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
- b) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- c) 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/ 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.
- d) 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 123456 then user ID is 123456001***.

- e) Password details for members other than Individual members are given below:
 - i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - ii. 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.
 - iii. 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’.
 - If your email ID is not registered, please follow steps mentioned below in ‘**Process for those members whose email ids are not registered.**’
- f) If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - i. 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.

- ii. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- g) 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.nsdl.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.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 2244 30 or send a request to Mr. Sanjeev Yadav, Assistant Manager or Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited at the designated email address: 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.

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.

- 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.
- 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 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.

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

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

Date: November 28, 2023
Delhi

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULES 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Item No. 1

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the composition of Board of Directors of the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six Directors. In order to meet compliance with the composition of Board of Directors one more Director was required to be inducted on the Board of Directors.

Based on the above and post resignation of Mr. Dilip Bhatia from the Board of Directors, the Company was required to fill up the resulting vacancy and take approval from shareholders in General Meeting within three months from the date of appointment of new Director.

Accordingly, IL&FS Transportation Networks Limited (ITNL), promoter of the Company, has nominated the appointment of Ms. Jayashree Ramaswamy in place of Mr. Bhatia on the Board of the Company and on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Ms. Jayashree Ramaswamy as Nominee Director of the Company by resolution passed by circulation on October 5, 2023. In compliance with the provisions of the Act, the appointment of Ms. Jayashree Ramaswamy as a Nominee Director is now being placed before the Members for their approval by Ordinary Resolution.

Pursuant to Section 152 of the Act, Ms. Jayashree Ramaswamy has given her consent for appointment as a Nominee Director of the Company and also furnished a declaration under Section 164 of the Act that she is not disqualified to become a Director. In the opinion of the Board of Directors, Ms. Jayashree Ramaswamy fulfils the conditions specified in the Act, and the Rules framed thereunder for appointment as a Director.

The terms and conditions of appointment of Ms. Jayashree Ramaswamy is open for inspection at the Registered Office of the Company during business hours on any working day, excluding Saturday and Sunday.

The brief profile of the Director to be appointed is given below:

Ms. Jayashree Ramaswamy is an accomplished, passionate senior finance professional with over 33 years of experience and expertise in handling in the finance function for leading organisations in various business ranging from non- banking financial services to businesses engaged in providing IT and Information services. She has held the position of CFO since the year 2004. She served Credit Suisse First Boston, Mumbai as Director, Head - Finance, Administration and Operations during the period July 1997 to March, 2004. She was the CFO for TCG Ivega Information Technologies Limited for a period of over 3 years between July 2004 to February, 2008. She went on to head the finance function for Cargill Capital and Financial Services and was the Controller for the Structured Trade Finance business in India between Feb 2008 and November 2010.

Prior to joining IL&FS, Jayashree served as CFO for Dun & Bradstreet Information Services India Ltd between April 2011 and July 2018. Jayashree has helped deliver superior business performance by integrating an enterprise's business strategy with the mission of an ideal finance function in the organisations that she has worked. Jayashree joined IL&FS in September 2019 and is currently the Group Finance Officer helping the group to handle the finance matters while it is carrying on the resolution activities. She also holds the CFO position in IL&FS Financial Services Limited. Jayashree is a fellow member of the Institute of Chartered Accountants of India, an Associate Member of the Institute of Cost and Works Accountants of India, an Associate member of the Institute of Company Secretaries of India and a Certified Public Accountant from State of Delaware, USA.

Ms. Jayashree Ramaswamy does not hold any shares of Noida Toll Bridge Company Limited.

Ms. Jayashree Ramaswamy is concerned or interested in the passing of this resolution appointing herself.

None of the other Directors of Key Managerial Personnel of the Company and their relatives are concerned or interested in the passing of this Resolution.

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

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

Date: November 28, 2023
Delhi

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

ANNEXURE

Information pursuant to Regulation 36(3) as applicable of of Securities Exchange Board of India (Listing Obligations and Disclosures) Regulations, 2015 and Secretarial Standard on General Meeting with regards to the Director seeking appointment/re-appointment in the forthcoming Extra Ordinary General Meeting (in pursuance of Schedule V of the Companies Act, 2013)

Name of the Director	Ms. Jayashree Ramaswamy
DIN	02235205
Reason for Appointment / Change	Change in Designation from Non-Executive Additional Director to Non-Executive Nominee Director
Date of Birth, Age	14.02.1965 / 58 years
Qualification	Fellow member of the Institute of Chartered Accountants of India, an Associate Member of the Institute of Cost and Works Accountants of India, an Associate member of the Institute of Company Secretaries of India and a Certified Public Accountant from State of Delaware, USA.
Experience / expertise in specific functional areas	Ms. Jayashree Ramaswamy is an accomplished, passionate senior finance professional with over 33 years of experience and expertise in handling in the finance function for leading organisations in various business ranging from non- banking financial services to businesses engaged in providing IT and Information services.
Date of first appointment on the Board	05.10.2023
Number of equity shares held in the Company	NIL
Terms and condition of appointment	As per the Nomination, Remuneration & Board Diversity Policy of the Company displayed on the Company's website i.e. ntbcl@ntbcl.com
Details of Remuneration to be paid	NIL
Remuneration/Sitting Fees last drawn	Rs. 20,000/- per Board Meeting and Rs. 15,000/- per Committee Meeting as sitting fees
No. of the Board meeting attended	1
Relationship with other Directors, Manager, KMP of the company	Not related with any of the Directors

Board membership of other Companies as on 31st March, 2022 (Listed / Unlisted)	Nil
Membership/Chairmanship of Committees of the Board of Directors of other Companies as on 31st March, 2022	Nil
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	NIL
Date of Appointment & term of Appointment	05.10.2023 as per Nomination, Remuneration and Board Diversity policy
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 National Stock Exchange of India Ltd. with ref. no. NSE/CML/2018/24 dated 20th June, 2018.	Mr. Dheeraj Kumar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority