

May 12, 2025

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

The Manager

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

BSE Scrip Code: 532481

NSE Scrip Code: NOIDATOLL

Sub: Voting Results of Postal Ballot under Regulations 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Report of Scrutinizer pursuant to Sections 108 & 110 of the Companies Act, 2013 and Rules 20 & 22 of the Companies (Management and Administration), Rules, 2014

This is in furtherance to our letter dated April 8, 2025, in respect of Notice of the Postal Ballot dated April 8, 2025 sent to all the Members of the Company 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. April 4, 2025 (“Cut-off date”), seeking their approval to the Resolutions, through e-voting/ Postal Ballot Forms pursuant to Sections 108 & 110 of the Companies Act, 2013 read with the Rules 20 & 22 Companies (Management and Administration) Rules, 2014 and MCA General Circulars last one being dated 19.09.2024.

Shri Sanjay Kumar, Company Secretary in Practice (FCS No. 9211 and CP No. 7027) Scrutinizer, appointed by the Board of Directors, have submitted their report dated May 12, 2025 to the Chairman and CEO & Executive Director of the Company on the votes cast through e-voting/ Postal Ballot Forms by the members. Based on the report submitted by the Scrutinizers, the Chairman and CEO & Executive Director has declared the result on the Resolution passed with requisite majority through Postal Ballot on May 12, 2025. The said Resolution is deemed to be passed on April 10, 2025 i.e. last date of remote e-voting.

The Result of Postal Ballot in the format prescribed under Regulation 44 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached as Annexure-A alongwith Report of the Scrutinizer dated May 12, 2025.

The above are also being uploaded on the Company's website viz. www.ntbcl.com and on the website of National Securities Depository Limited viz. www.evoting.nsdl.com.

Filing of voting results shall be done on BSE & NSE through XBRL mode.

This is for your kind information and record please.

Thanking You
For **Noida Toll Bridge Company Limited**

Gagan Singhal
Company Secretary & Compliance Officer
FCS: 7525

Encl: as above



SCRUTINIZER'S REPORT

(Pursuant to Sections 108 and 110 of Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules 2014.

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 through remote e-voting process conducted in respect of passing of resolution set-out in the notice dated April 08, 2025.

I, **Sanjay Kumar**, Managing Partner of Kumar Wadhwa & Company, Company Secretaries in practice, having its office at C-1/113, Ground Floor, Sector-11, Rohini, New Delhi-110085, appointed by the Board through Circular Resolution on Wednesday, March 31 2025 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 read with Rule 20 and 22 of Companies (Management and Administration) Rules 2014 on below mentioned resolution and Regulation 44 of SEBI (Listing Regulations & Disclosure Requirements) Regulation 2015, Secretarial Standards on General Meetings (SS-2) issued by ICSI & in accordance with the guidelines prescribed by Ministry of Corporate Affairs vide its General Circulars Nos. 14/2020 dated 8th April, 2020, read with General Circulars No.17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th December, 2021, No. 03/2022 dated 5th May, 2022, No. 11/2022 dated 28th December, 2022, No 09/2023 dated 25th September, 2023 and latest being No. 09/2024 dated 19th September, 2024 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 Saturday, May 10, 2025 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 i.e., Friday April 04, 2025 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. Postal ballot Process through Remote E-Voting

- (i) The e-voting period remained open from Friday, April 11, 2025 at 9:00 a.m. (IST) and ends on Saturday, May 10, 2025 at 5:00 p.m. (IST).
- (ii) The votes for e-Voting process were unlocked on Monday, May 12, 2025 in the presence of two witnesses, **Ms. Sangini Gupta** (P-26 Sharma Colony, Rohini Sector -24, Delhi- 110085) and **Mr. Shivam Saini** (House No. 240, Badli, Delhi-110042) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: **Sangini Gupta**



Name: **Shivam Saini**

- (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. Sharad Goel (DIN: 08310230) as a Non-executive Nominee 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.	%Age	
Postal Ballot	54206446	99.97%	15271	0.03%	-	-	54221717
Total	54206446	99.97%	15271	0.03%	-	-	54221717

6. The details containing the list of equity shareholders who voted "For", and "Against" and those whose votes were declared invalid for the resolution and all other relevant records were sealed and handed over to the Chairman or the Company Secretary of the Company for safe keeping.

Conclusion:

Special Business:

Ordinary Resolution:

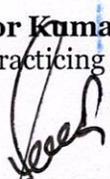
Resolution 1: **Appointment of Mr. Sharad Goel (DIN: 08310230) as a Non-executive Nominee Director of the Company:**

Hence the majority votes received in favor of resolution, therefore, the proposed Ordinary Resolution was **passed with requisite majority.**

Thanking You,

Sincerely

For Kumar Wadhwa & Company
(Practicing Company Secretaries)



Sanjay Kumar
(Managing Partner)
M.No: 9211
COP No. - 7027
UDIN: F009211G000319070
Place: Delhi
Date:12.05.2025

Countersigned by:
For Noida Toll Bridge Company Limited

Gagan Singhal
Company Secretary and Compliance Officer

[Home](#)[Validate](#)[Import XML](#)

General information about company

Scrip code	532481
NSE Symbol	NOIDATOLL
MSEI Symbol	NOTLISTED
ISIN	INE781B01015
Name of the company	NOIDA TOLL BRIDGE COMPANY LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	10-05-2025
Start time of the meeting	
End time of the meeting	

[Prev](#)[Next](#)

[Home](#)[Validate](#)

Scrutinizer Details

Name of the Scrutinizer	SANJAY KUMAR
Firms Name	KUMAR WADHWA & COMPANY
Qualification	CS
Membership Number	9211
Date of Board Meeting in which appointed	31-03-2025
Date of Issuance of Report to the company	12-05-2025

[Prev](#)[Next](#)

[Home](#)[Validate](#)

Voting results	
Record date	08-04-2025
Total number of shareholders on record date	59598
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	Add Notes

[Prev](#)

[Home](#)[Validate](#)

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Sharad Goel (DIN : 08310230) as a Non-executive Nominee 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
Public-Institutions	E-Voting	1172100	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		1172100	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	135927895	5111439	3.7604	5096168	15271	99.7012	0.2988
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		135927895	5111439	3.7604	5096168	15271	99.7012
Total		186195002	54206446	29.1127	54191175	15271	99.9718	0.0282
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	15271