

December 30, 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

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

Scrip Code No. 532481

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

This is in furtherance to our letter dated November 29, 2023, enclosing therewith a copy of Notice of the Postal Ballot dated November 29, 2023 sent to all the Members of the Company only by e-mail who have registered their e-mail addresses with depository participants, seeking their approval to the Resolutions, through e-voting 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 25.09.2023.

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 December 30, 2023 to the Chairman and Executive Director of the Company on the votes cast through e-voting by the members. Based on the report submitted by the Scrutinizers, the Chairman and Executive Director has declared the result on the Resolution passed with requisite majority through Postal Ballot on December 30, 2023. The said Resolution is deemed to be passed on December 28, 2023 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**.

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**

Dheeraj

Kumar

**Dheeraj Kumar
Executive Director**

DIN: 07046151

Digitally signed by
Dheeraj Kumar
Date: 2023.12.30
15:16:32 +05'30'

NOIDA TOLL BRIDGE COMPANY LIMITED**Results of Postal Ballot**

Date of the EGM Postal Ballot Notice (See note-1)	28 November 2023
Total number of shareholders on Record Date (i.e. 24.11.2023)	58442
No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public:	308 1 307
No. of Shareholders attended the meeting through Video Conferencing Promoter and Promoter Group: - Public:	-

Note:1 Postal Ballot Notice dated 24.11.2023, Result of Postal Ballot declared on 30.12.2023, Resolution deemed to be passed on 28.12.2023

1. Appointment of Mr. Jayashree Ramaswamy (DIN: 02235205) as a Nominee Director of the Company

Resolution Details								
Resolution Required					Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					NO			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(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	49095007	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		49095007	49095007	100	49095007	0	100
Public Institutions	E-voting	1322100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		1322100	0	0	0	0	0
Public Non-Institutions	E-voting	135777895	978214	0.720451587	910204	68010	93.04753357	6.952466434
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		135777895	978214	0.720451587	910204	68010	93.04753357
Total		186195002	50073221	26.89289211	50005211	68010	99.8641789	0.135821101



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 through remote e-voting process conducted in respect of passing of resolution set-out in the notice dated 28th November 2023.

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 Thursday, December 28, 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., November 24, 2023 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 Wednesday, November 29, 2023 9:00 a.m. (IST) to Thursday, December 28, 2023 5:00 p.m. (IST).
- (ii) The votes for e-Voting process were unlocked on Friday December 29, 2023 in the presence of two witnesses, **Ms. Sangini Gupta** (P-26 Sharma Colony, Rohini Sector -24, Delhi- 110085) and **Ms. Rekha Shah** (House No. 200, Sector-17 Rohini, Delhi-110085) 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: **Rekha**

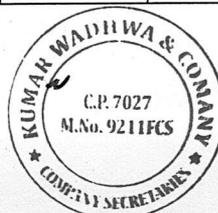
- (iii) Thereafter, the details containing, inter alia, the list of Members who voted "in favour" or "against" on the resolution were generated from the e-voting website <https://www.evoting.nsdl.com>. Based on the report generated and relied upon by me, data on the e-voting was scrutinized.

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. Jayashree Ramaswamy (DIN: 02235205) as a 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	%Ag e	
Postal Ballot	50005211	99.86	68010	0.14	-	-	50073221





KUMAR WADHWA & COMPANY
COMPANY SECRETARIES

C-1/113, Sector-11, Opposite CNG Station, Rohini, Delhi-110085

Total	50005211	99.86	68010	0.14	50072221
	+91 9711636370, +91 9899889298	@	www.kwcsindia.com	✉	sssp28@gmail.com, info@kwcsindia.com

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

- All the relevant records of Voting are 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: F009211E003074196

Place: Delhi

Date: 30.12.2023



Countersigned by:
For Noida Toll Bridge Company Limited

Gagan Singhal
Company Secretary and Compliance Officer