

November 11, 2024

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 October 8, 2024, in respect of Notice of the Postal Ballot dated October 8, 2024 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. October 4, 2024 (“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 November 11, 2024 to the Chairman and 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 Executive Director has declared the result on the Resolution passed with requisite majority through Postal Ballot on November 11, 2024. The said Resolution is deemed to be passed on November 9, 2024 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 November 11, 2024.

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**

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Gagan Singhal
Company Secretary & Compliance Officer
FCS: 7525

Encl: as above



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,
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 08th October 2024.

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 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 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 circulars (Collectively the "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 Resolutions 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").

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, November 9th, 2024 at 05:00 P.M. (IST).

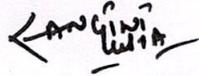
3. Cut-off Date

The Members of the Company as on the "cut-off" date as set out in the Notice Friday i.e., October 4th, 2024 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.

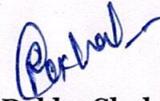
4. Postal ballot Process through Remote E-Voting

(i) The e-voting period remained open from Friday, October 11th, 2024, 9:00 a.m. (IST) to Saturday, November 9th, 2024 at 05:00 P.M. (IST).

(ii) The votes for e-Voting process were unlocked on Sunday November 10th, 2024 in the presence of two witnesses, **Ms. Sangini Gupta** (P-26 Sharma Colony, Rohini Sector -24, New Delhi- 110085) and **Ms. Rekha Shah** (House No. 200, Sector-17 Rohini, New Delhi-110085) who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence.



Name: **Sangini Gupta**



Name: **Rekha Shah**

(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:

Ordinary Business:

Ordinary Resolution:

Item.No.1: Re-Appointment of Mr. Dheeraj Kumar (DIN: 07046151) as whole time director designated as chief executive officer & executive director

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	49360368	99.99	39670	0.01	-	-	49400038
Total	49360368	99.99	39670	0.01	-	-	49400038



**Special Business:
Ordinary Resolution:**

Item.No.2: Remuneration of Mr. Dheeraj Kumar (DIN: 07046151) as whole-time director designated chief executive officer & executive director.

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	49255211	99.99	144726	0.01	-	-	49399937
Total	49255211	99.99	144726	0.01	-	-	49399937

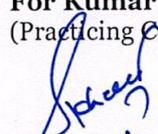
Based on the foregoing, the Resolutions No. (s) 1 to 2 has been passed with the requisite majority.

All the relevant records of Voting are under our safe custody until the Chairman considers, approves and signs the Minutes 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: F009211F002022244
Place: Delhi
Date: 11.11.2024



Countersigned by:
For Noida Toll Bridge Company Limited

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Gagan Singhal
M. No: F7525
Company Secretary and Compliance Officer

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General information about company

Scrip code	532481
NSE Symbol	NOIDATOLL
MSEI Symbol	0
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)	09-11-2024
Start time of the meeting	
End time of the meeting	

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Scrutinizer Details

Name of the Scrutinizer	SANJAY KUMAR
Firms Name	M/S KUMAR WADHWA & COMPANY
Qualification	CS
Membership Number	9211
Date of Board Meeting in which appointed	25-09-2024
Date of Issuance of Report to the company	11-11-2024

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Voting results	
Record date	04-10-2024
Total number of shareholders on record date	55261
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	2
Disclosure of notes on voting results	Add Notes

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Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

RE-APPOINTMENT OF MR. DHEERAJ KUMAR (DIN: 07046151) AS WHOLE TIME DIRECTOR DESIGNATED AS CHIEF EXECUTIVE OFFICER & EXECUTIVE DIRECTOR

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	305031	0.2244	265361	39670	86.9948	13.0052
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		135927895	305031	0.2244	265361	39670	86.9948
Total		186195002	49400038	26.5313	49360368	39670	99.9197	0.0803
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	
Public Insitutions	
Public - Non Insitutions	

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Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

REMUNERATION OF MR. DHEERAJ KUMAR (DIN: 07046151) AS WHOLE-TIME DIRECTOR DESIGNATED CHIEF EXECUTIVE OFFICER & EXECUTIVE DIRECTOR:\

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	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	0.0000
Public- Non Institutions	E-Voting	135927895	304930	0.2243	160204	144726	52.5380	47.4620
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	135927895	304930	0.2243	160204	144726	52.5380	47.4620
Total		186195002	49399937	26.5313	49255211	144726	99.7070	0.2930
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	
Public Insitutions	
Public - Non Insitutions	

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