



**Noida  
Toll Bridge Co. Ltd.**

April 11 , 2017

**General Manager**

Corporate Relations Department - CODE NO. 532481  
Bombay Stock Exchange Limited  
1st Floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort  
Mumbai – 400 001

Listing Department - NOIDA TOLL EQ  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (E)  
Mumbai – 400 051

**Re : Compliance Report on Corporate Governance**

**Dear Sirs,**

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements), 2015, attached please find the quarterly report on Compliance of Corporate Governance provisions for the quarter ended March 31, 2017.

Kindly take the document on record.

**Sincerely**

**Pooja Agarwal**  
Compliance Officer



Noida Toll Bridge Company Limited  
Quarter ending March 31, 2017

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/Non-Executive/ independent/ Nominee) <sup>&amp;</sup>	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	R.K. Bhargava	AADPB9898C 00016949	Non Executive Director - Chairperson - Independent	18/12/1997	18 years	4	5	5
Mr.	Pradeep Puri	AAAPP2182Q 00051987	Executive Director - Nominee	23/11/2016		N.A	1	-
Mr.	Piyush Mankad	AEDPM7042R 00005001	Non Executive Director-Independent	21/04/2005	11 years	4	6	1
Dr.	Sanat Kaul	AAGPK1223K 00240363	Non Executive Director-Independent	21/04/2008	8 years	1	2	-
Mr.	Deepak Premarayan	AACPP5437E 00154746	Independent Director	26/10/2006	9 years	1	1	-
Mr.	K. Ramchand	AAAPR4142A 00051769	Non- Executive Director- Nominee	08/09/1998		N.A	2	1

Mr.	Ajai Mathur	AAIPM1055H 00044567	Executive Director- MD- Nominee	09/03/2017		1	1	-
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<sup>s</sup>PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

<i>Name of Committee</i>	<i>Name of Committee members</i>	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>s</sup>
1. Audit Committee	Mr. R.K. Bhargava Mr. Pradeep Puri Mr. Piyush Mankad Dr. Sanat Kaul Mr. Deepak Premnarayen Mr. Ajai Mathur	Non Executive Director -Chairperson - Independent Executive Director - Nominee Non Executive Director- Independent Non Executive Director- Independent Non Executive Director- Independent Executive Director-MD-Nominee
2. Nomination & Remuneration Committee	Dr. Sanat Kaul, Mr. R.K.Bhargava Mr. K. Ramchand	Non Executive Director -Chairperson - Independent Non Executive Director- Independent Non- Executive Director-Nominee
3. Risk Management Committee(if applicable)	N.A.	
4. Stakeholders Relationship Committee	Mr. R.K, Bhargava Mr. Piyush Mankad Dr. Sanat Kaul	Non Executive Director -Chairperson - Independent Non Executive Director- Independent Non Executive Director- Independent

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

<b>III. Meeting of Board of Directors</b>			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
October 28, 2016 November 15, 2016 November 23, 2016 December 13, 2016	February 8, 2017 March 9, 2017	56 days	
<b>IV. Meeting of Committees</b>			
<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee of Directors dated December 13, 2016  Nomination and Remuneration Committee	Yes	Audit Committee of Directors dated February 08, 2017	56 days
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
<b>V. Related Party Transactions</b>			
<i>Subject</i>		<i>Compliance status (Yes/No/NA) refer note below</i>	
Whether prior approval of audit committee obtained		N.A	
Whether shareholder approval obtained for material RPT		N.A	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
<i>Note</i>			
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.			
2. If status is "No" details of non-compliance may be given here.			

## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 – *No, Ms. Monisha Macedo, Woman Director on the Board has left the company w.e.f. March 14, 2017. Accordingly, her tenure as a Whole time Director came to an end from the same date. The Company is in the process of appointing a Woman Director.*
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 – Yes
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities) – N.A.
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 – Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here – Yes



**Pooja Agarwal**  
**Compliance Officer**

### Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.

## ANNEXURE II

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	No, Monisha Macedo, Woman Director on the Board has left the company w.e.f. March 14, 2017. Accordingly, her tenure as a Whole time Director came to an end from the same date Casual Vacancy Caused is being filled up.
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes



Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Policy or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5)&(6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related

party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.



**Pooja Agarwal**  
**Compliance Officer**