

To,  
The Members  
**Noida Toll Bridge Company Limited**  
Toll Plaza, Mayur Vihar Link Road,  
Delhi -110091


Sub: Annual Secretarial Compliance Report

We have been engaged by **Noida Toll Bridge Company Limited** having Corporate Identity No. L45101DL1996PLC315772 (hereinafter referred to as "the Company") to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and to issue Annual Secretarial Compliance Report for the Financial Year ended 31" March, 2020.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and Circulars/Guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and Circulars/ Guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with the Guidance-Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed herewith.

 For Singh A & Associates  
Company Secretaries  
*Anil Singh*

**Anil Singh**  
FCS No.: 7563  
C P No.: 8295

Place: Delhi  
Date: 06/07/2020

**SECRETARIAL COMPLIANCE REPORT**  
**FOR THE YEAR ENDED 31/03/2020**

*pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Securities and Exchange Board of India Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019).*

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**We, Singh A & Associates, company secretaries have examined:**

- (a) all the documents and records made available to us and explanation provided by **Noida Toll Bridge Company Limited**, ("the listed "entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31/03/2020 in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the Company during the period under review);
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the period under review);



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the period under review);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the period under review);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the Company during the period under review);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- (j) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories Participants) Regulations, 2018 and;
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009

and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder **except** in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Deviations	Observations/ remarks
1	Regulation 17, 18, 19, 20 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;	Listed entity has no Independent Director and Woman Director as on 31.03.2020.	The Listed Entity is in default of complying with provisions relating to appointment of Independent Director and Woman Director.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

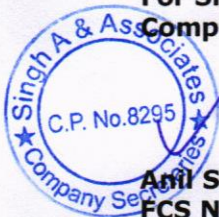
(c) No action was required to be taken against the listed entity either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder, However Company received notices for non compliance mentioned under clause (a).



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31/03/2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	The Listed Entity is in default of complying with provisions relating to appointment of Independent Director and Woman Director.	The Listed Entity is in default of complying with provisions relating to appointment of Independent Director and Woman Director.	NCLT, Mumbai Bench vide its Order dated April 26, 2019 has granted exemption to IL&FS and its group Companies including NTBCL, in respect of appointment of Independent Directors and Woman Director.	No action was required to be taken in view of order of Hon'ble NCLT.

**For Sigh A & Associates  
Company Secretaries**



**Anil Singh**  
**FCS No.: 7563**  
**C P No.: 8295**

**Place: Delhi**  
**Date: 06/07/2020**