

September 18, 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

Scrip Code No. 532481

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. NOIDA TOLL EQ

Dear Sir/Madam,

Sub: Voting Results of the Twenty – Eighth Annual General Meeting of the Company.

This is to inform that Twenty- Eighth Annual General Meeting of the Company (“the Meeting” or “AGM”) was held on Tuesday, September 17, 2024, at 11:00 a.m. (IST) through Video Conferencing / Other Audio- Visual Means (“VC/OAVM”) in terms of notice dated August 21, 2024.

In terms of Regulation 30 read with Schedule III(A) (13) of the Listing Regulations, the proceedings of the Twenty Eighth Annual General Meeting of the Company are as under:

Sl. No.	Agenda Items of the Noticedated September 05, 2023 convening the Twenty Seventh Annual General Meeting	Resolutio nrequired (Ordinary /Special)	Mode of Voting (Show of Hands/ Poll / Postal Ballot/ E-Voting)	Remarks
1.	To adopt Audited Standalone & Consolidated Financial Statements of the Company forthe financial year ended on March 31, 2023	Ordinary Resolution	E-voting	Passed with requisite majority
2.	To re-appoint Mr. Manish Agarwal as Director.	Ordinary Resolution	E-voting	Passed with requisite majority
3.	To continue / enter into a contract/ agreement with ITNL Toll Management Services Limited- a subsidiary of the Company	Ordinary Resolution	E-voting	Passed with requisite majority

In terms of Regulation 44 of the Listing Regulations, a copy of combined voting results for remote e-voting and e-voting at the Meeting along with the copy of the Consolidated Scrutinizer’s Report is enclosed herewith.

This is for your information and records.

Thanking you,
For **Noida Toll Bridge Company Limited**

GAGAN SINGHAL
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Gagan Singhal
Company Secretary & Compliance Officer
Mem No. F7525



SCRUTINIZER'S REPORT

(Pursuant to Sections 108 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,

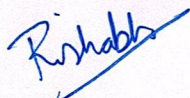
Subject -Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') for the 28th Annual General Meeting of Noida Toll Bridge Company Limited held on Tuesday, September 17, 2024 AT 11:00 A.M. (IST) through video conferencing ('VC') /other audio visual means ('OAVM') in respect of the resolutions (businesses) contained in the notice dated August 9, 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, Mayur Vihar Link Road, Delhi - 110091, for the purpose of scrutinizing the e-voting process ("remote e-voting") and electronic voting (e-voting) conducted at the 28th Annual General Meeting held through video conferencing ('VC') /other audio visual means ('OAVM') on Tuesday, September 17, 2024 at 11:00 A.M. (IST) on the below mentioned resolutions pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 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 read with Circular No. 02/21 dated January 13, 2021 Circular No. 02/2022 dated May 5, 2022 and Circular No. 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 ('SEBI Circulars').



We hereby submit our report as under: -

1. The AGM is held in compliance with the MCA Circular dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020 and General Circular No. 02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") September 7, 2022 only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL/NSDL ("Depositories").
2. The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to e-Voting (which includes remote e-voting and the electronic voting, provided at the AGM) to the Members on the resolutions proposed in the notice calling the 28th AGM of the Company was the responsibility of the Management. My responsibility as a Scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner, and render a Consolidated Scrutinizers Report on the voting to the Chairman on the resolutions.
3. The e-voting facility both for e-voting prior to the AGM (Remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by National Securities Depository Limited ("NSDL")
4. The Shareholders who are holding shares as on the "cut-off" date i.e., Friday, September 06th, 2024 were entitled to vote through e-Voting on the Resolutions No's 1 to 3 as set out in the Notice of 28th AGM issued pursuant to the Section 101 of the Companies Act, 2013.
5. The remote e-voting period commenced on Saturday, September 14, 2024 at 09:00 a.m. (IST) and concluded on Monday, September 16, 2024 at 05:00 p.m. (IST) and the NSDL Remote e-voting portal was blocked thereafter.
6. At the 28th AGM of the Company held on Tuesday, September 17, 2024, the facility to vote through electronic voting system had been provided to facilitate voting for those Members who were present at the Meeting through VC/OAVM but could not participate in the Remote e-voting to record their votes on the resolutions to be passed.
7. After the closure of the e-voting at the AGM, the votes cast through e-voting at the AGM and through Remote e-voting prior to the date of AGM were unblocked on Tuesday, September 17, 2024 in the presence of two witnesses, **Mr. Rishabh Pratap Singh** (G-4/42, Sector-11, Rohini, New Delhi-110085) and **Mr. Shivam Saini** (House No. 240, Dhaniram colony, Badli, New 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.



Signature:

Name: **Rishabh Pratap Singh**



Signature:

Name: **Shivam Saini**

8. I hereby submit a Consolidated Scrutinizers Report pursuant to rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 28th AGM based on the scrutiny of Remote e-voting and the electronic voting at the AGM and votes cast therein based on the data downloaded from the electronic voting system by the National Securities Depository Limited ("NSDL").



9. The results of the Remote e-voting together with that of the voting through electronic voting system conducted at the AGM through VC/OAVM are as under:

Ordinary Business:

Ordinary Resolution:

Item.No.1:

To receive, consider and adopt Audited Financial Statements of the Company (including Consolidated Financial Statements) for the financial year ended March 31, 2024.

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	No s.	%Age	
e-Voting prior to AGM	54962761	99.998	1457	0.002	-	-	54964218
e-Voting at the venue	265	100.000	0	0.000	-	-	265

Ordinary Resolution:

Item.No.2:

To appoint a director in place of Mr. Rakesh Chatterjee (DIN 00029365), who retires by rotation and, being eligible, offers himself for re-appointment.

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	No s.	%Age	
e-Voting prior to AGM	54962761	99.998	1457	0.002	-	-	54964218
e-Voting at the venue	265	100.000	0	0.000	-	-	265

Special Business:

Ordinary Resolution:

Item.No.3:

To enter into a contract/agreement with ITNL Toll Management Services Limited – A Subsidiary 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	No s.	%Age	
e-Voting prior to AGM	54962761	99.998	1457	0.002	-	-	54964218
e-Voting at the venue	265	100.000	0	0.000	-	-	265

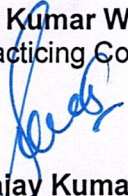
Based on the foregoing, the Resolutions No. (s) 1 to 3 has been passed with the requisite majority.

All the relevant records of Voting are under our safe custody until the Chairman considers, approves and signs the Minutes of the 28th Annual 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: F009211F001241662
Place: Delhi
Date: 18.09.2024



Countersigned by:
For Noida Toll Bridge Company Limited

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SINGHAL

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Gagan Singhal
Company Secretary and Compliance Officer

NOIDA TOLL BRIDGE COMPANY LIMITED

Regd. Off.: Toll Plaza, Mayur Vihar Link Road, New Delhi - 110091, INDIA, Tel.: 0120-2516495, Website: www.ntbcl.com, Email: ntbcl@ntbcl.com

TWENTY EIGHTH ANNUAL GENERAL MEETING ("AGM") Or "the Meeting" - VOTING RESULTS

Date of the AGM/EGM	9/17/2024
Record Date	9/6/2024
Total number of shareholders on record date	56070
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	136
Number of Resolutions passed in the Meeting	3

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt Audited Financial Statements of the Company (including Consolidated Financial Statements) for the financial year ended March 31, 2024.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	49,095,007	49,095,007	100.0000	49,095,007	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		49,095,007	49,095,007	100.0000	49,095,007	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1,172,100	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,172,100	0	0	0	0	0.0000	0.0000	0
Public- Non Institutions	E-Voting	135,927,895	54,964,218	40.4363	54,962,761	1,457	99.9973	0.0027	0	0
	Poll		265	0.0002	265	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		135,927,895	54,964,483	40.43649981	54,963,026	1,457	99.9973	0.0027	0
Total	186,195,002	104,059,490	55.8874	104,058,033	1,457	99.9986	0.0014	0	0	

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NOIDA TOLL BRIDGE COMPANY LIMITED

Regd. Off.: Toll Plaza, Mayur Vihar Link Road, New Delhi - 110091, INDIA, Tel.: 0120-2516495, Website: www.ntbcl.com, Email: ntbc@ntbcl.com

TWENTY EIGHTH ANNUAL GENERAL MEETING ("AGM") Or "the Meeting" - VOTING RESULTS

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a director in place of Mr. Manish Kumar Agarwal DIN 02885603), who retires by rotation and, being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	49,095,007	49,095,007	100.0000	49,095,007	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		49,095,007	49,095,007	100.0000	49,095,007	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1,172,100	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,172,100	0	0	0	0	0.0000	0.0000	0
Public- Non Institutions	E-Voting	135,927,895	54,964,218	40.4363	54,962,761	1,457	99.9973	0.0027	0	0
	Poll		265	0.0002	265	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		135,927,895	54,964,483	40.43649981	54,963,026	1,457	99.9973	0.0027	0
Total	186,195,002	104,059,490	55.8874	104,058,033	1,457	99.9986	0.0014	0	0	



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NOIDA TOLL BRIDGE COMPANY LIMITED

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TWENTY EIGHTH ANNUAL GENERAL MEETING ("AGM") Or "the Meeting" - VOTING RESULTS

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To enter into a contract/agreement with ITNL Toll Management Services Limited – a Subsidiary of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	49,095,007	49,095,007	100.0000	49,095,007	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		49,095,007	49,095,007	100.0000	49,095,007	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1,172,100	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,172,100	0	0	0	0	0.0000	0.0000	0
Public- Non Institutions	E-Voting	135,927,895	54,964,218	40.4363	54,962,761	1,457	99.9973	0.0027	0	0
	Poll		265	0.0002	265	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		135,927,895	54,964,483	40.43649981	54,963,026	1,457	99.9973	0.0027	0
Total	186,195,002	104,059,490	55.8874	104,058,033	1,457	99.9986	0.0014	0	0	


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