

September 05, 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

Mr. K Hari
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: Intimation of holding 27th Annual General Meeting of the Company through Video Conferencing (“VC”) or other Audio-Visual Means (“OAVM”) and date of Book Closure

Dear Sir/ Madam,

In terms of Regulation 30, 34 and other applicable regulations of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time and in accordance with the relevant circulars issued by Securities and Exchange Board of India (“SEBI”) and Ministry of Corporate Affairs (“MCA”), we wish to inform you that the 27th AGM of Noida Toll Bridge Company Limited ("the Company") is scheduled to be held on Friday, September 29, 2023 through Video Conferencing / Other Audio Visuals means ("VC/OAVM").

Pursuant to Regulation 42 of Listing Regulations, the Register of Members & Share Transfer Books of the Company will remain closed from Saturday, September 23, 2023 to Friday, September 29, 2023 (both days inclusive) for the purpose of holding 27th Annual General Meeting of the Company (AGM) scheduled to be held on Friday, September 29, 2023.

In compliance with 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 the Companies (Management and Administration) Amendment Rules 2015 and regulation 14 of Listing Regulations, the Company is pleased to provide Members, facility to exercise their right to vote at the 27th AGM by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The e-voting period begins on Tuesday, September 26, 2023 (9.00 a.m. IST) and ends on Thursday, September 28, 2023 (5.00 p.m. IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Friday, September 22, 2023, may cast their vote electronically.

Individual notice of the 27th AGM along with the Annual Report for FY 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report for FY 2022-23 will also be available on the Company's website www.ntbcl.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, www.nseindia.com and on the website of NSDL www.evoting.nsdl.com.

This is for your information and record.

For Noida Toll Bridge Company Limited

GAGAN Digitally signed
by GAGAN
SINGHAL
SINGHAL Date: 2023.09.05
16:26:07 +05'30'

Gagan Singhal
Company Secretary & Compliance Officer
Mem No. F7525

Encl.A/A

NOTICE

27TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY SEVENTH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF NOIDA TOLL BRIDGE COMPANY LIMITED (“THE COMPANY”) WILL BE HELD ON FRIDAY, SEPTEMBER 29, 2023 AT 10:30 A.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) FACILITY, TO TRANSACT THE FOLLOWING BUSINESS(ES):

ORDINARY BUSINESS:

- (1) To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, and the Reports of the Auditors thereon.
- (2) To appoint a Director in place of Mr. Manish Agarwal (DIN 02885603), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- (3) To continue contract/agreement with ITNL Toll Management Services Limited – a Subsidiary of the Company

To consider, and if thought fit, to pass with or without modification the following Resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and as approved by the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for entering/continue into a contract/agreement with ITNL Toll Management Services Limited – a Subsidiary of the Company for the financial year 2023-24.

“**RESOLVED FURTHER THAT** pursuant to the provisions of section 189 read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), any of the Directors, Mr. Rajiv Jain, Chief Financial Officer and Mr. Gagan Singhal, Company Secretary of the Company be and is hereby authorized severally to do the necessary entries in the Register of contracts or arrangements in which Directors are interested and authenticate them and to do all such acts,

deeds, matters and things as may be necessary for the purpose of giving effect to the resolution.”

By Order of the Board of Directors
For NOIDA TOLL BRIDGE COMPANY LIMITED

Gagan Singhal
Company Secretary & Compliance Officer
Membership No.: F7525

Date : August 29, 2023

Place : New Delhi

NOTES:

I. General Information:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item No. 3 of the accompanying Notice, is annexed hereto. The Explanatory Statement also contains the relevant details of the Directors as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard – 2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”).
2. The Register of Members and Share Transfer Books of the Company will remain closed from September 23, 2023 to September 29, 2023 (both days inclusive) for the purpose of AGM.
3. The Ministry of Corporate Affairs, Government of India (“MCA”) issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, January 13, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, respectively, (“MCA Circulars”) has allowed conducting of Annual General Meeting (“AGM”) by Companies through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility upto September 30, 2023, in accordance with the requirements provided in paragraph 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/ CMD2/ CIR/P/2022/62 dated May 13, 2022, and Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (“SEBI Circulars”) has provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the 27th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 27th AGM shall be the Registered Office of the Company.

4. In terms of the MCA Circulars, physical attendance of members has been dispensed with and therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 27th AGM. However, pursuant to Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting, for participation in the 27th AGM through VC/OAVM facility and e-Voting during the 27th AGM. Since the 27th AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.
5. Attendance of the members participating in the 27th AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), SS-2 issued by the ICSI and Regulation 44 of Listing Regulations read with MCA Circulars, the Company is providing remote e-Voting facility to its members in respect of the business(es) to be transacted at the 27th AGM and facility for those members participating in the 27th AGM to cast vote through e-Voting system. For this purpose, National Securities Depository Limited ("NSDL") shall provide facility for voting through remote e-Voting, for participation through VC/OAVM facility.
7. In terms of the MCA Circulars and relevant circulars issued by the SEBI, the Notice of the 27th AGM and Annual Report for the financial year ended March 31, 2023 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depository Participants ("DPs") and will also be available on the website of the Company at www.ntbcl.com, on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of National Securities Depositories Limited ("NSDL") at www.evoting.nsdl.com.
8. Members may note that the VC/OAVM facility provided by NSDL, allows participation of at least one thousand members on a first-come-first-served basis. The large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 27th AGM without any restriction on account of first-come-first-served basis.
9. The details as required under Regulation 36 of the Listing Regulations and SS-2 issued by ICSI, in respect of the Auditors and Directors seeking appointment/ re-appointment at the 27th AGM, forms an integral part of this Notice. Requisite declarations have been received from the Auditors and Directors seeking appointment/ re-appointment.
10. Relevant documents as required by law and referred to in the accompanying Notice and in the Explanatory Statement shall be available for inspection through electronic mode. Members may write to the Company on ntbcl@ntbcl.com for inspection of said documents and the same will also be available for inspection by the Members during the AGM, upon Log-in at NSDL e-Voting system at www.evoting.nsdl.com.
11. Electronic copy of the Annual Report for the financial year ended March 31, 2023 along with the Notice of the 27th AGM of the Company, *inter alia* indicating the process and manner of e-voting is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year ended March 31, 2023 and Notice of the 27th AGM of the Company, may send request to the Company's email address at ntbcl@ntbcl.com mentioning Folio No./ DP ID and Client ID. Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of the 27th AGM and the Annual Report for the Financial Year ended March 31, 2023 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
 - a) Members holding shares in physical form may send scan copy of a signed request letter mentioning the folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member at Kfin Technologies Limited ("KTL"), Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India – 500032 Tel. No.: +91 40 6716 2222, email: einward.ris@kfintech.com, or by email to the Company's email address at ntbcl@ntbcl.com.
 - b) Members holding shares in demat mode may update the email address through their respective Depository Participant(s).
12. Transfer of Unclaimed Dividend Amounts to the Investor Education and Protection Fund (IEPF):
 - a) Pursuant to the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends that are unpaid or unclaimed for a period of 7 (seven) years from the date of transfer are required to be transferred by the Company to the IEPF, administered by the Central Government. Further, according to the said IEPF Rules, shares in respect of which dividend has not been claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.
 - b) During Financial Year 2022-23, the Company has transferred to IEPF, the following unclaimed dividends and corresponding shares thereto:

Particulars	Dividend (in Rs.)	No. of Shares
Interim Dividend for FY 2014-15	16,87,316	48,862
Final Dividend for FY 2015-16	16,41,305	100,439

- c) The dividend amount and shares transferred to the IEPF can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends are also available on the Company's website at www.ntbcl.com and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link www.iepf.gov.in.
13. SEBI has mandated the updation of PAN, contact details, Bank account, specimen signature and nomination details, against folio / demat account. PAN is also required to be updated for participating in the securities market, deletion of name of deceased holder and transmission / transposition of shares. As per applicable SEBI Circular, PAN details are to be compulsorily linked to Aadhaar details by the date specified by Central Board of Direct Taxes. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their DP in case of holding in dematerialised form or to Company's RTA, KTL through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available on the Company's website at www.ntbcl.com and on the website of Kfin Technologies Limited at <https://www.kfintech.com>. in case of holdings in physical form.
14. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, the members are advised to dematerialise their holdings.
15. SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing certain prescribed service requests. Further, SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, the members are requested to make service request by submitting a duly filled and signed Form No. ISR-4 & ISR-5, as the case may be, the format of which is available on the Company's website at www.ntbcl.com and on the website of KTL at <https://www.kfintech.com>. Members are requested to note that any service request would only be processed after the folio is KYC Compliant.
16. In accordance with the provisions of Section 72 of the Act and SEBI circulars, the facility for nomination is available for the members of the Company in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by

submitting the Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are available on the Company's website at www.ntbcl.com. Members are requested to submit the said details to their respective DP, in case the shares are held by them in dematerialised form and to the Company/Kfin, in case the shares are held by them in physical form.

17. Members may note that, in terms of the Listing Regulations, equity shares of the Company can only be transferred in dematerialised form.
18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the 27th AGM. During the 27th AGM, Members may access the scanned copy of these documents, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
19. General instructions for accessing and participating in the 27th AGM through VC/ OAVM facility and voting through electronic means including remote e-Voting are as under:

General Instructions

- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of SEBI Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is pleased to provide remote e-voting facility to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-voting system during the AGM.
- The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through e-Voting system is September 22, 2023 ("Cut-off Date"). A person who is not a Member as on the Cut-off Date should treat this Notice of AGM for information purpose only.
- Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes Members of the Company after the Notice is sent through e-mail and are holding shares as on September 22, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on Toll Free No. 022-48867000 and 022-24997000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company after sending of the Notice and are holding shares as on the Cut-off Date i.e. September 22, 2023 may follow steps

- mentioned in the Notice of the AGM under “**Step 1: Access to NSDL e-Voting system**”.
- iv. Members who need assistance before and during the AGM, may contact the following:
- Name & Designation:**
Ms. Pallavi Mhatre, Senior Manager – NSDL
Mr. Sanjeev Yadav, Assistant Manager – NSDL
E-mail ID: evoting@nsdl.co.in
Contact No.: 022-48867000 and 022-24997000
- v. The Board has appointed **M/s Kumar Wadhwa & Co.**, Company Secretaries as the Scrutinizer (hereinafter referred to as “the Scrutinizer”) to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner.
- vi. Corporate Members are requested to scan and send a certified true copy of the Board Resolution, pursuant to Section 113 of the Act, authorizing their representatives to attend and vote on their behalf at the Meeting. The said Resolution/Authorisation should be sent to the Scrutinizer by e-mail through their registered email address to sssp28@gmail.com with a copy to the Company on ntbcl@ntbcl.com and NSDL on evoting@nsdl.co.in.
- vii. The results once declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.ntbcl.com and on website of NSDL www.evoting.nsdl.com within two working days of conclusion of the AGM and will also be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

A. Instructions for Remote e-Voting and e-Voting during the AGM

- The remote e-Voting period will commence from September 26, 2023 at 09:00 A.M. IST and end on September 28, 2023 at 5:00 P.M IST. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., September 22, 2023, may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- A person who is not a member as on the cut-off date should treat this Notice of the 27th AGM for information purpose only.
- The details of the process and manner for remote e-Voting are explained herein below:
- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>
- Step 2: Cast your vote electronically on NSDL e-Voting system.

Step 1: Log-in to NSDL e-Voting system





I Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on “e-Voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat account(s)/ websites of Depositories/ Depository Participant(s) (“DPs”) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Members are advised to update their mobile number and e-mail address with their DPs in order to access e-voting facility.

Login method for Individual members holding securities in demat mode is given below:

Type of Members	Login Method
Individual members holding securities in demat mode with NSDL.	<p>Users registered for NSDL IDeAS facility:</p> <p>a) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section;</p> <p>b) You will be prompted to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.;</p> <p>c) Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>Users not registered for NSDL IDeAS facility:</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p>

Type of Members	Login Method
	<p>e-Voting website of NSDL</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>e-Voting mobile application of NSDL</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual members holding securities in demat mode with CDSL	<p>Existing users who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> a) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. b) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. c) If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com. Click on login & New System Myeasi Tab and then click on registration option. d) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual members (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> a) Members can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. b) Upon logging in, you will be able to see e-Voting option. c) Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. d) Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022-48867000 and 022-24997000
Individual members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

II Login method for e-Voting and joining virtual meeting for members other than Individual members holding securities in demat mode and members holding securities in physical mode:

- Visit the e-Voting website of NSDL. Open web browser by typing the following:
URL: www.evoting.nsdl.com either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
i. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
ii. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
iii. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 120162 then user ID is 120162001***

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eServices i.e. IDeAS, you can log-in at www.eservices.nsdl.com/ with your existing IDeAS login.

Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

- If your email ID is not registered, please follow steps mentioned below in 'Process for those members whose email ids are not registered.'
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 - After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

- h) Now, you will have to click on “Login” button.
- i) After you click on “Login” button, Home page of e-Voting will open

Step 2: Cast your vote electronically and join Meeting on NSDL e-Voting system.

How to cast your vote electronically?

- a) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- b) Select “EVEN” of the Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/ OAVM” link placed under “Join Meeting”.
- c) Now you are ready for e-Voting as the Voting page opens.
- d) Cast your vote by selecting appropriate options i.e., assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- e) Upon confirmation, the message “Vote cast successfully” will be displayed.
- f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g) Once you confirm your vote on the resolution(s), you will not be allowed to modify your vote.

General Guidelines for Members for e-Voting

- a) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsd.com to reset the password.
- b) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll free no.: 022-48867000 and 022-24997000 or send a request to Mr.Sanjeev Yadav, Assistant Manager or Ms. Pallavi Mhatre, Senior Manager, NSDL at the designated email address: evoting@nsdl.co.in who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company’s email address ntbcl@ntbcl.com.

Process for those Members whose email address are not registered with the depositories for procuring user id and password and registration of email address for e-voting for the resolutions set out in this notice:

- a) In case shares are held in physical form please provide Folio No., Name of Member, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and AADHAR card to the Company’s email address at ntbcl@ntbcl.com.

- b) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to the Company’s email address at ntbcl@ntbcl.com.
- c) If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (I) i.e., Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode.
- d) Alternatively, shareholders/ members may send a request to NSDL at evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- e) In terms of SEBI Circular dated 9th December 2020, on e-Voting facility provided by listed companies, individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participant(s). Members are required to update their mobile number and email address correctly in their demat account in order to access e-Voting facility.

B. Instructions for Members for participating in the 27th AGM through VC/ OAVM are as under:

- a) The members will be provided with a facility to attend the 27th AGM through VC/ OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned above for “Access to NSDL e-Voting system”. The link for VC/ OAVM will be available in “Shareholder/ Member login” where the EVEN (“E-voting Event Number”) of the Company will be displayed. After successful login, the members will be able to see the link of (“VC/ OAVM”) placed under the tab “Join Meeting” against the name of the Company. On clicking this link, the members will be able to attend the 27th AGM. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID/ Password may retrieve the same by following the remote e-Voting instructions mentioned above in the notice, to avoid last minute rush.
- b) Members may join the Meeting through Laptops, Smartphones and Tablets. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from Smartphones or Tablets or through Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- c) Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 27th AGM, from their registered email address, mentioning their name, DP ID and Client ID number/ folio number and mobile number,



to reach the Company's email address at ntbcl@ntbcl.com at least 48 hours in advance before the start of the meeting. Such questions by the members shall be taken up during the meeting and replied by the Company suitably.

- d) Members, who would like to express their view/ ask questions during the 27th AGM with regard to the financial statements or any other matter to be placed at the 27th AGM, need to pre-register themselves as a speaker by sending a request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at ntbcl@ntbcl.com at least 48 hours in advance before the start of the meeting. Only those members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the 27th AGM, depending upon the availability of time.
- e) When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
- f) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the 27th AGM.
- g) Institutional Investors who are members of the Company, are encouraged to attend and vote in the 27th AGM through VC/ OAVM facility.

C. Instructions for Members for e-Voting during the 27th AGM are as under:

- a) Members may follow the same procedure for e-Voting during the 27th AGM as mentioned above for remote e-Voting.
- b) Only those members/ shareholders, who will be present in the 27th AGM through VC/ OAVM facility and have not cast their vote on the Resolution(s) through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 27th AGM.
- c) Members who have cast their vote by remote e-Voting prior to the 27th AGM may also participate in the 27th AGM through VC/ OAVM facility. However, they shall not be entitled to cast their vote again.
- d) The helpline details of the person who may be contacted by the member needing assistance with the use of technology, before or during the 27th AGM shall be the same persons mentioned for remote e-Voting and reproduced here for convenience:

Mr. Sanjeev Yadav, Assistant Manager or Ms. Pallavi Mhatre, Senior Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated email address: evoting@nsdl.co.in or at telephone nos.: 022-48867000 or 022-24997000. Members may also write to the Company Secretary at the Company's email address ntbcl@ntbcl.com.

Other Guidelines for Members

- a) The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of September 22, 2023.
- b) Any person, who acquires shares of the Company and becomes member of the Any person holding shares of the Company in physical form and non-individual members, who acquires shares of the Company and becomes member after the Notice is sent through e-mail and holds shares as on the cut-off date i.e. September 22, 2023, may obtain, the User ID and password by sending a request to NSDL at evoting@nsdl.co.in or the Company's email address at ntbcl@ntbcl.com. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or call on 022-48867000 / 022-24997000. In case of individual members who acquires shares of the Company in demat mode and becomes a Member of the Company after sending of the Notice and holds shares as on the cut-off date i.e. September 22, 2023, may follow steps mentioned in the Notice of the AGM under "Log-in to NSDL e-Voting system."
- c) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the 27th AGM.
- d) During the 27th AGM, the Chairman shall, after response to the questions raised by the members in advance or as a speaker at the 27th AGM, formally propose to the members participating through VC/ OAVM facility to vote on the resolutions as set out in the Notice of the 27th AGM and announce the start of the casting of vote through the e-Voting system. After the members participating through VC/ OAVM facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 27th AGM.
- e) Mr. Sanjay Kumar, Managing Partner of M/s Kumar Wadhwa & Company, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
- f) The Scrutinizer shall after the conclusion of e-Voting at the 27th AGM, first download the votes cast at the 27th AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, who shall then countersign and declare the result of the voting forthwith.
- g) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.ntbcl.com and on the website of NSDL at

www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The Results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT AND REGULATION 36 OF THE SEBI LISTING REGULATIONS IN RESPECT OF THE SPECIAL BUSINESSES

The following explanatory statement sets out all material facts relating to businesses mentioned under Item No. 3 of the accompanying Notice:

Item No. 3

Pursuant to the provisions of Section 188 of the Companies Act, 2013, and with the approval of Members at their Meeting held on September 30, 2022 and the Audit Committee and Board of Directors at their Meeting held on August 10, 2022 respectively, the Company currently has an ongoing Related Party transaction with its subsidiary, ITNL Toll Management Services Limited (ITMSL) for a monthly fees of Rs. 20.00 Lakhs (Annual Fee of Rs. 2.40 crores) for Financial Year 2022-23 towards Operations and Maintenance services being rendered.

The aforesaid transaction was 'material' as defined under the Listing Agreement (Rs. 1.61 crores was the threshold for material transactions in FY 2022-23 i.e. more than 10% of the total turnover of the Company) and was in the ordinary course of business, and at an arm's length.

The O&M Contract is essentially an ongoing contract, valid until expressly terminated or co-terminus with the Concession Agreement. The O&M fee, however, is reviewed annually by the NTBCL Audit Committee and Board of Directors subject to the approval of Members in the forthcoming Annual General Meeting. The Audit Committee and Board of Directors at their Meeting held on August 14, 2023 was approved the ongoing Related Party Transaction with its Subsidiary, ITMSL for a monthly fees of Rs. 20.00 Lakhs (Annual Fee of Rs. 2.40 crores) for Financial Year 2023-24. The fees are due for a renewal with effect from April 1, 2023. Details of the contract/proposed fee for FY 2023-24 are attached for the information of the Members. Since, the fee proposed for FY 2023-24 is exceeding the threshold for material transactions i.e. more than 10% of the total turnover as amended in the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, approval of the shareholders of the Company shall be required under the Listing Regulations and other applicable provisions.

**DETAILS OF RELATED PARTY TRANSACTIONS
O&M Contract with ITNL Toll Management Services Limited (ITMSL)**

(a) Details with respect to the transaction entered into with ITMSL as required under Section 188 of the Companies Act, 2013:

Particulars	Details
Name of the Related Party	ITNL Toll Management Services Limited (ITMSL)
Nature of Relationship	ITMSL is a 51% subsidiary of the Company which was set up by NTBCL specifically for the purpose of providing Operation & Maintenance Services to NTBCL. NTBCL controls overall management and operations of ITMSL. There are three Directors in ITMSL who are Key Managerial Personnel in NTBCL. ITMSL is a Joint Venture with IL&FS Transportation Networks Limited ("ITNL").
Nature of Contract	Operation & Maintenance Contract (O&M Contract) starting on August 1, 2007.
Duration of Contract	Termination Date as defined in the Agreement is the date which is the earlier of the following: (i) the date the Agreement is expressly terminated or (ii) the termination/expiration of the Concession Agreement An ongoing contract. The O&M fee however is reviewed annually by the NTBCL Audit Committee/Board.
Terms of Agreement	ITMSL, an Operation & Maintenance Company (incorporated as a Special Purpose Vehicle for the O&M of DND Flyway) has been O&M Contractor for the Project since August 1, 2007 via an Agreement dated August 8, 2007 entered into between NTBCL and ITMSL, @ an initial monthly O&M Fee of Rs. 43.00 lacs per month w.e.f. April 1, 2008. Subsequently all future fee revisions automatically form part of the said Agreement. Scope of O&M Operator's work inter-alia includes- <ul style="list-style-type: none"> • Operating the facility and collecting toll • regular maintenance of the facility covering regular repairs in accordance with the standards and provisions of the Concession Agreement.

Particulars	Details
Prior approvals sought (if any)	All revisions in the O&M Fees have been approved by the Board via the Company's annual budget wherein O&M Fee details are disclosed separately. The detailed terms of the Contract were presented to the Audit Committee for their information on July 28, 2014. Being an existing contract no approval was required. Approval for the payment of O&M fees was granted by the Audit Committee and Board at their meeting held on August 9, 2017 and November 6, 2018, May 24, 2019, June 29, 2020, June 29, 2021, August 10, 2022 and August 14, 2023.
Advance received or paid if any	Nil
Terms of the Contract	Monthly fees of Rs. 20.00 lakhs per month was paid for Financial Year 2022-23. In view of the above, it is proposed that the O&M fees be fixed at Rs. 2.40 crores for FY 2023-24. The amount of fees being proposed to be paid is more than 10% of the Annual Turnover of the Company for FY 2022-23, hence the transaction is material and shall require approval of the Board of Directors and Shareholders of the Company.
The manner of determining the pricing, and other commercial terms	The O&M Fees payable to ITMSL are largely determined in accordance with the prevailing trends in the industry and annual increases if any are linked to increases in price indices.

(b) Justification for Ordinary Course of Business:

- NTBCL was set up as a Special Purpose Vehicle (SPV) for the purpose of implementing the Noida Toll Bridge project on a BOOT format.
- Operation and Maintenance of the facility is a vital part of the Company's day to day functioning.
- The relevant "Main Objects" clause of the Memorandum of Association of the Company is reproduced below:

"1. To promote, develop, finance, establish, design, construct, equip, operate, maintain, modify and upgrade the Delhi Noida Bridge across river Yamuna by linking Maharani Bagh with Sector 15A - 16A of Noida area and its ancillary facilities including the approach roads, minor and major bridges, flyovers, inter-changes, culverts, links, buildings, restaurants, commercial premises, hoardings, toll booths, electric fittings, drains, waterways, etc on a Build Own Operate Transfer (BOOT) basis and to charge and collect tolls, fees, cess, rents from the users of the Bridge and its ancillary facilities and to retain and appropriate receivables under a concession received from the Government and including but not limiting to...."

This transaction may hence be considered in the ordinary course of business.

(c) Transaction is at an 'arms length'

- Background

The toll collection and maintenance of the facility was initially handled by Intertoll Management Services BV, selected via an open competitive bidding process

After 11 years of operation the O&M Fees were linked to traffic and would have led to an astronomical rise in the Fee. The Management hence proposed that the O&M be handled in-house.

A subsidiary, ITMSL, was hence incorporated, jointly with ITNL, to implement the O&M for DND.

- The O&M Fees payable to ITMSL is largely determined in accordance with the expenses being incurred by ITMSL and annual increases are linked to increases in costs if any.
- Handling O&M through a subsidiary also facilitates better control/accountability and ensures a higher quality of service

A transfer pricing is undertaken every year to ascertain that the payment made to the subsidiary is as per the Industry norms. It may be noted that because this project is in a metro city, costs, including salary/wage costs are bound to be higher than the national highways. Since, however, the traffic and hence income is high, it is more than offset by the higher cost of manpower.

It may be noted that Mr. Rajiv Jain – Chief Financial Officer, Mr. Gagan Singhal – Company Secretary and Mr. Amit Agrawal – Dy. Manager (Accounts) are also Directors on the Board of ITMSL.

By Order of the Board of Directors
For NOIDA TOLL BRIDGE COMPANY LIMITED

Gagan Singhal

Company Secretary & Compliance Officer
Membership No.: F7525

Registered Office:

Toll Plaza, Mayur Vihar Link Road,
New Delhi – 110091

Date : August 29, 2023

Place : New Delhi

ANNEXURE - I
**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING
(Pursuant to Regulation 36 of SEBI Listing Regulations)**

Name of the Directors	Mr. Manish Kumar Agarwal
DIN	02885603
Date of Birth and Age	December 26, 1966, 56 years
Date of appointment	December 4, 2018
Qualifications	B.E. (Civil)(Hons), M.Tech. (IIT Delhi)
Experience & Expertise	Mr. Agarwal has got over 34 years of managerial and professional rich experience of work in infrastructure sector in India, expertise in procurement and project management.
Number of Meetings of the Board attended during the year	6 out of 6. Detail provided in Corporate Governance Report
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	<ul style="list-style-type: none"> • RIDCOR Infra Projects Limited • IL&FS Engineering and Construction Company Limited
Memberships / Chairmanships of committees of other public companies	Stakeholders Relationship Committee <ul style="list-style-type: none"> • IL&FS Engineering and Construction Company Limited Corporate Social Responsibility Committee <ul style="list-style-type: none"> • IL&FS Engineering and Construction Company Limited
Listed entities from which the person has resigned in the past 3 years	NIL
Number of shares held in the Company	NIL
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Not Applicable
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn	As per the Nomination, Remuneration & Board Diversity Policy of the Company as displayed on the Company's website i.e. www.ntbcl.com
Details of Remuneration sought to be paid	NIL
Justification for choosing the appointees for appointment as Independent Directors	Not Applicable