



**Secretarial Compliance Report of
NOIDA TOLL BRIDGE COMPANY LIMITED
for the year ended 31st March, 2022**

(Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated
8th February, 2019 read with Regulation 24A of
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We, Kumar Wadhwa & Associates, Company Secretaries, have examined:

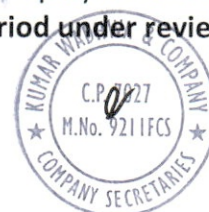
- (a) all the documents and records made available to us and explanation provided by **NOIDA TOLL BRIDGE COMPANY LIMITED**, ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity, i.e. <http://www.ntbcl.com/>,
- (d) any other document/ filing, as may be relevant,

which has been relied upon to make this certification, for the year ended 31st March, 2022 ("Review Period") 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 thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- (I) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (II) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the period under review)**
- (III) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company during the period under review)**
- (IV) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the period under review)**
- (V) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the period under review)**



- (VI) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the period under review)**
- (VII) 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)**
- (VIII) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (IX) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the period under review)**
- (X) Securities and Exchange Board of India (Depositories and participant) Regulations, 2018;

and circulars/ guidelines issued thereunder;

Based on the above examination, we hereby report that, during the Review Period:

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

Sr. No.	Compliance Requirement (Regulations/Circulars/ Guidelines including specified clause)	Deviations	Observations/ remarks
1.	Regulations 17, 18, 19, 20 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The listed entity has no Independent Director and Woman Director as on 31 st March, 2022.	The listed entity is in default of complying with the 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, as applicable on it, insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ 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: **Not Applicable**

Sr. No.	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, if any,
-----NIL-----				



- (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 31st March, 2022	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 the Regulations 17, 18, 19, 20 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the appointment of Independent Directors and Woman Director.	The listed entity is in default of complying with the Regulations 17, 18, 19, 20 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the appointment of Independent Directors and Woman Director.	NCLT, Mumbai Bench vide its Order dated April 26, 2019 has granted exemption to IL&FS and its group Companies including listed entity Noida Toll Bridge Company Limited, 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.

We, further, report that there was no event of appointment/ re-appointment/ resignation of statutory auditor of the Company during the review period. In this regard, I report that the Company has complied with Circular No. CIR/CFD/CI\1D1/114/2019 dated October 18, 2019.

For Kumar Wadhwa & Associates
Company Secretaries

Sanjay Kumar
(Managing Partner)

Membership No. FCS No.: 9211

C P No.: 7027

UDIN: F009211D000340291

Place: Delhi

Date: 18/05/2022