

**September 29, 2023,**

**The General Manager**  
Corporate Relations Department  
Bombay Stock Exchange Limited  
1<sup>st</sup> 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, 5<sup>th</sup> 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

Dear Sir/Madam,

**Sub: Proceedings and Voting Results of the Twenty – Seventh Annual General Meeting of the Company.**

This is to inform that Twenty- Seventh Annual General Meeting of the Company (the “ Meeting” or “AGM”) was held on Friday, September 29, 2023, at 10:30 a.m. (IST) through Video Conferencing / Other Audio-Visual Means (“ VC/OAVM”) in terms of notice dated September 05, 2023.

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

Sl. No.	Agenda Items of the Notice dated September 05, 2023 convening the Twenty Seventh Annual General Meeting	Resolution required (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 for the 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

**Gagan Singhal**  
**Company Secretary & Compliance Officer**  
**Mem No. F7525**

**NOIDA TOLL BRIDGE COMPANY LIMITED**

Regd. Off.: Toll Plaza, Mayur Vihar Link Road, New Delhi - 110091, INDIA, Tel.: 0120-2518495. Website: www.ntbcl.com, Email: ntbcl@ntbcl.com

**TWENTY SEVENTH ANNUAL GENERAL MEETING ("AGM") OR THE "Meeting") - VOTING RESULTS**

Date of the AGM/EGM		29-09-2023								
Total number of shareholders on record date		58789								
No. of shareholders present in the meeting either in										
Promoters and Promoter Group:		0								
Public:		0								
No. of Shareholders attended the meeting through Video										
Promoters and Promoter Group:		Not Applicable								
Public:		Not Applicable								
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, 2023.									
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)]*1 00	% of Votes against on votes polled (7)=[(5)/(2)]*1 00	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	4,90,95,007	4,90,95,007	100.0000	4,90,95,007	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
	<b>Total</b>		<b>4,90,95,007</b>	<b>100.0000</b>	<b>4,90,95,007</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	18,90,556	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
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	13,52,09,439	28,47,665	2.1061	27,92,445	55,220	98.0608	1.9391	0	0
	Poll		105	0.0001	105	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>28,47,770</b>	<b>2.1062</b>	<b>27,92,550</b>	<b>55,220</b>	<b>98.0609</b>	<b>1.9391</b>	<b>0</b>	<b>0</b>
<b>Total</b>	<b>18,61,95,002</b>	<b>5,19,42,777</b>	<b>27.8970</b>	<b>5,18,87,557</b>	<b>55,220</b>	<b>99.8937</b>	<b>0.1063</b>	<b>0</b>	<b>0</b>	

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**TWENTY SEVENTH 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	4,90,95,007	4,90,95,007	100.0000	4,90,95,007	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
	<b>Total</b>		<b>4,90,95,007</b>	<b>100.0000</b>	<b>4,90,95,007</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	18,90,556	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
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	13,52,09,439	28,47,565	2.1060	27,92,097	55,468	98.0520	1.9479	0	0
	Poll		105	0.0001	105	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>28,47,670</b>	<b>2.1061</b>	<b>27,92,202</b>	<b>55,468</b>	<b>98.0522</b>	<b>1.9478</b>	<b>0</b>	<b>0</b>
<b>Total</b>	<b>18,61,95,002</b>	<b>5,19,42,677</b>	<b>27.8969</b>	<b>5,18,87,209</b>	<b>55,468</b>	<b>99.8932</b>	<b>0.1068</b>	<b>0</b>	<b>0</b>	

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**TWENTY SEVENTH 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	4,90,95,007	4,90,95,007	100.0000	4,90,95,007	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
	<b>Total</b>		<b>4,90,95,007</b>	<b>100.0000</b>	<b>4,90,95,007</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	18,90,556	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	13,52,09,439	28,47,565	2.1060	27,92,247	55,318	98.0573	1.9426	0	0
	Poll		105	0.0001	105	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>28,47,670</b>	<b>2.1061</b>	<b>27,92,352</b>	<b>55,318</b>	<b>98.0574</b>	<b>1.9426</b>	<b>0.0000</b>	<b>0</b>
<b>Total</b>	<b>18,61,95,002</b>	<b>5,19,42,677</b>	<b>27.8969</b>	<b>5,18,87,359</b>	<b>55,318</b>	<b>99.8935</b>	<b>0.1065</b>	<b>0</b>	<b>0</b>	

**GAGAN SINGHAL**

Digitally signed by GAGAN SINGHAL  
 DN: cn=In, o=Personal, pseudonym=513d25d1Y2K7VXB0Meb0VAir  
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**SCRUTINIZER'S REPORT**

**(Pursuant to Sections 108 and 110 of Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules 2014 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 27th Annual General Meeting of Noida Toll Bridge Company Limited held on Friday, September 29, 2023 at 10.30 a.m. (IST) through video conferencing ('VC') /other audio visual means ('OAVM') in respect of the resolutions (businesses) contained in the notice dated August 29, 2023.**

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 as Scrutinizer for the purpose of scrutinizing the e-voting process ("remote e-voting") and electronic voting (e-voting) conducted at the 27th Annual General Meeting held through video conferencing ('VC') /other audio visual means ('OAVM') on Friday, September 29, 2023 at 10.30 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 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 and January 5, 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 27<sup>th</sup> 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 22, 2023 were entitled to vote through e-Voting on the Resolutions No's 1 to 3 as set out in the Notice of 27<sup>th</sup> AGM issued pursuant to the Section 101 of the Companies Act, 2013.
5. The remote e-voting period commenced on Tuesday, September 26, 2023 at 09:00 a.m. (IST) and concluded on Thursday, September 28, 2023 at 05:00 p.m. (IST) and the NSDL Remote e-voting portal was blocked thereafter.
6. At the 27<sup>th</sup> AGM of the Company held on Friday, September 29, 2023, 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 Friday, September 29, 2023 after 2:30 p.m. (IST) in the presence of two witnesses, Ms. Anshika Shrivastav Address (WZ 802, Raj Nagar Palam, Delhi-110045) and Mr. Pardeep Verma address Village Mahala, Post office Chetra District Siddhartha Nagar, U.P. 272205) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature: Anshika  
Name: Anshika Shrivastav

Signature: Pardeep  
Name: Pardeep Verma

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 27<sup>th</sup> 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:

#### 1. RESOLUTION NO. 1 ORDINARY RESOLUTION

To receive, consider and adopt:



- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with 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, together with the Report of the Auditors thereon.

(i) Voted in favour of Resolution:

Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	251	51887452	99.8935
Electronic voting at the AGM	6	105	0.0002
<b>TOTAL</b>	<b>257</b>	<b>51887557</b>	

(ii) Voted against the Resolution:

Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	55220	0.1063
Electronic voting at the AGM	0	0	0.00
<b>TOTAL</b>	<b>13</b>	<b>55220</b>	

(iii) Invalid Votes

Particulars of Voting	Total number of Members whose votes were declared invalid	Total number of votes held by them
Remote e-voting	0	0
Electronic voting at the AGM	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

## 2. RESOLUTION NO. 2 ORDINARY RESOLUTION

To appoint a director in place of Mr. Manish Agarwal (DINo2885603), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of Resolution:

Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	247	51887104	99.8930
Electronic voting at the AGM	6	105	0.0002
<b>TOTAL</b>	<b>253</b>	<b>51887209</b>	



(ii) Voted against the Resolution:

Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	16	55468	0.1068
Electronic voting at the AGM	0	0	0.00
<b>TOTAL</b>	<b>16</b>	<b>55468</b>	

(iii) Invalid Votes

Particulars of Voting	Total number of Members whose votes were declared invalid	Total number of votes held by them
Remote e-voting	0	0
Electronic voting at the AGM	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

**3. RESOLUTION NO. 3 ORDINARY RESOLUTION**

To continue contract/agreement with ITNL Toll Management Services Limited – a subsidiary of the Company

(i) Voted in favour of Resolution:

Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	249	51887254	99.8933
Electronic voting at the AGM	6	105	0.0002
<b>TOTAL</b>	<b>255</b>	<b>51887359</b>	

(ii) Voted against the Resolution:

Particulars of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	14	55318	0.1065
Electronic voting at the AGM	0	0	0.00
<b>TOTAL</b>	<b>14</b>	<b>55318</b>	





(iii) Invalid Votes

Particulars of Voting	Total number of Members whose votes were declared invalid	Total number of votes held by them
Remote e-voting	0	0
Electronic voting at the AGM	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

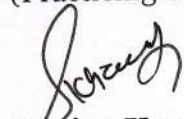
Based on the foregoing, the Resolutions No. (s) 1 to 3 have been passed with the requisite majority.

All the relevant records of Voting are under our safe custody until the Chairman considers, approves and signs the Minutes of the 27th 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:** F009211E001119232

**Place:** Delhi

**Date:** 29.09.2023



Countersigned by:  
**For Noida Toll Bridge Company Limited**

**GAGAN SINGHAL**

**Gagan Singhal**  
**Company Secretary and Compliance Officer**