

**October 15, 2019**

**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

Scrip Code No. 532481

**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. NOIDA TOLL EQ

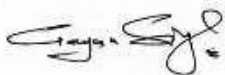
**Re : Compliance Report on Corporate Governance**

**Dear Sirs,**

Pursuant to Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached please find the quarterly report of the Company on Compliance of Corporate Governance provisions of the Listing Agreement for the quarter ended September 30, 2019.

Kindly take this document on record.

**Sincerely**



**Gagan Singhal**

**Company Secretary & Compliance Officer**

Encl.A/A

## ANNEXURE I

### Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Noida Toll Bridge Company Limited**
2. Quarter ending - **30-Sep-2019**

#### **i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	No. of Directorship in listed entities including this listed entity	No of Independent Directors hip in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Chandra Shekhar Rajan	00126063	ABDP R9295G	ND,C &NED		10-Apr-2019	20-Sep-2019			03-Dec-1955	3	0	1	1	AC,SC,NRC	
Mr.	Dilip Lalchand Bhatia	01825694	ABEFP 7695P	NED,ND		04-Dec-2018	20-Sep-2019			13-Feb-1968	2	0	4	1	AC,SC,NRC	
Mr.	Manish Kumar Agarwal	02885603	AAZP A0074H	NED,ND		04-Dec-2018	20-Sep-2019			26-Dec-1966	1	0	2	0	AC,SC,NRC	

Company Remarks	NCLT, Mumbai Bench vide its Order dated April 26, 2019 has granted exemption to IL&FS and its Group Companies including NTBCL, regarding appointment of Independent Directors and Women Directors.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

## ii. Composition of Committees

### a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Dilip Lalchand Bhatia	NED,ND	Chairperson	26-Apr-2019	
2	Chandra Shekhar Rajan	ND,C & NED	Member	26-Apr-2019	
3	Manish Kumar Agarwal	NED,ND	Member	26-Apr-2019	

Company Remarks	NCLT, Mumbai Bench vide its Order dated April 26, 2019 has granted exemption to IL&FS and its Group Companies including NTBCL, regarding appointment of Independent Directors and Women Directors.
Whether Permanent chairperson appointed	Yes

### b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Chandra Shekhar Rajan	ND,C & NED	Chairperson	24-May-2019	
2	Dilip Lalchand Bhatia	NED,ND	Member	24-May-2019	
3	Manish Kumar Agarwal	NED,ND	Member	24-May-2019	

Company Remarks	NCLT, Mumbai Bench vide its Order dated April 26, 2019 has granted exemption to IL&FS and its Group Companies including NTBCL, regarding appointment of Independent Directors and Women Directors.
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	

**d. Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Chandra Shekhar Rajan	ND,C & NED	Chairperson	24-May-2019	
2	Dilip Lalchand Bhatia	NED,ND	Member	24-May-2019	
3	Manish Kumar Agarwal	NED,ND	Member	24-May-2019	

Company Remarks	NCLT, Mumbai Bench vide its Order dated April 26, 2019 has granted exemption to IL&FS and its Group Companies including NTBCL, regarding appointment of Independent Directors and Women Directors.
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors present</b>
24-May-2019	09-Aug-2019	Yes	2	0
	19-Aug-2019	Yes	2	0

Company Remarks	NCLT, Mumbai Bench vide its Order dated April 26, 2019 has granted exemption to IL&FS and its Group Companies including NTBCL, regarding appointment of Independent Directors and Women Directors.
Maximum gap between any two consecutive (in number of days)	76

**iv. Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	24-May-2019		Yes	2	0
Audit Committee		09-Aug-2019	Yes	2	0
Audit Committee		19-Aug-2019	Yes	2	0
Nomination & Remuneration Committee		19-Aug-2019	Yes	2	0

Company Remarks	NCLT, Mumbai Bench vide its Order dated April 26, 2019 has granted exemption to IL&FS and its Group Companies including NTBCL, regarding appointment of Independent Directors and Women Directors.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	76

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.  
- No

2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **No**
  - b. Nomination & remuneration committee - **No**
  - c. Stakeholders relationship committee - **No**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

**NCLT, Mumbai Bench vide its Order dated April 26, 2019 has granted exemption to IL&FS and its Group Companies including NTBCL, regarding appointment of Independent Directors and Women Directors.**

**Name :** Gagan Singhal  
**Designation :** Company Secretary & Compliance Officer

### ANNEXURE III

#### Affirmations

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>	<i>Company Remark</i>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No	PRIOR PROFESSIONAL COMMITMENTS
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	

Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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**Name** : **Gagan Singhal**  
**Designation** : **Company Secretary & Compliance Officer**