

NOTICE OF 25TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fifth Annual General Meeting (“AGM”) of the Members of Noida Toll Bridge Company Limited (“the Company”) will be held on Tuesday, September 28, 2021 at 10:30 a.m. 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, 2021, 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, 2021, together with the Reports of the Auditors thereon.
- (2) To appoint a Director in place of Mr. Dilip Lalchand Bhatia (DIN 01825694), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:

- (3) Appointment of Mr. Rakesh Chatterjee (DIN 00029365) as a Director
to consider, and if thought fit, to pass with or without modification the following as an Ordinary Resolution:
“RESOLVED THAT Mr. Rakesh Chatterjee (DIN 00029365) who was appointed as an Additional Director of the Company by the Board of Director with effect from December 18, 2020 and who holds office upto the date of this Annual General Meeting of the Company in terms of sections 161 of the Companies Act, 2013 but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature from the office of Director of the Company, be and is hereby appointed a Director of the Company.”
- (4) Appointment of Mr. Santanu Sen (DIN 09130460) as a Director
To consider, and if thought fit, to pass with or without modification the following as an Ordinary Resolution:
“RESOLVED THAT Mr. Santanu Sen (DIN 09130460) who was appointed as an Additional Director of the Company by the Board of Director with effect from August 30, 2021 and who holds office upto the date of this Annual General Meeting of the Company in terms of sections 161 of the Companies Act, 2013 but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature from the office of Director of the Company, be and is hereby appointed a Director of the Company.”

- (5) To enter into a 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 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 into a contract/agreement with ITNL Toll Management Services Limited – a Subsidiary of the Company for the financial year 2021-22.

“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 Executive Officer (Officiating), Mr. Amit Agrawal, 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

Registered Office

Noida Toll Bridge Company Limited
Toll Plaza, Mayur Vihar Link Road, New Delhi - 110091
Delhi, August 11, 2021

NOTES

I. General Information:

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) in respect of Special Business under Item Nos. 3, 4 and 5 of the accompanying Notice is annexed hereto.



2. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 22, 2021 to Tuesday, September 28, 2021 (both days inclusive) for the purpose of AGM.
3. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') issued General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively and by General Circular No. 02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") allowed companies whose AGMs were due to be held in the year 2020 or becoming due in the year 2021, to conduct their AGMs on or before December 31, 2021 through VC/OAVM, without the physical presence of the Members at a common venue. The Securities and Exchange Board of India ('SEBI') also issued Circular No. SEBI/ HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 the validity of which has been extended till December 31, 2021 by SEBI, vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars"). In compliance with MCA Circulars, SEBI Circulars, provisions of the Act and the SEBI Listing Regulations, the AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members. The deemed venue for the AGM shall be the Registered Office of the Company. In accordance with the MCA Circulars, Special Business mentioned at Item Nos. 3, 4 and 5 of the Notice are considered as unavoidable in nature by the Board of Directors of the Company.
4. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. Attendance of the Members participating in the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. National Securities Depository Limited ("NSDL") will be providing facility for voting through remote e-Voting, participation in the AGM through VC/OAVM facility and e-Voting during the AGM.
7. In compliance with the MCA Circulars and the SEBI Circulars, Notice of the AGM along with the Annual Report for Financial Year ended 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / National Securities Depository Limited and Central Depository Services (India) Limited ("the Depositories"). A copy of this Notice along with the Annual Report for Financial Year 2020-21 is uploaded on the Company's website www.ntbcl.com, 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 on the website of NSDL at www.evoting.nsdl.com.
8. In case a Member holding shares in physical mode has not registered his/her e-mail address with the Company/ Kfin Technologies Private Limited, the Registrar and Transfer Agent ("KTPL")/the Depositories, he/she may do so by sending a duly signed request letter to KTPL by providing Folio No. and Name at Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500032 Tel. No.: +91 40 6716 2222, email: einward.ris@kfintech.com.
9. In case shares are held in demat mode, Members may contact the Depository Participant ("DP") and register their e-mail address in the demat account as per the process followed and advised by the DP.
10. The Company's Statutory Auditors, Messrs. N. M. Rajji & Co., Chartered Accountants, (ICAI Registration Number 108296W), were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting of the Members held on September 25, 2017 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors. Pursuant to the Companies (Amendment) Act, 2017 effective from May 07, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Act. In view of the foregoing amendment, ratification by the Members for continuance of their appointment is not being sought at this AGM.
11. A brief profile of the Director retiring by rotation and proposed to be re-appointed at this AGM, nature of her expertise in specific functional areas, names of companies in which he holds directorship and Membership/Chairmanship of Board Committee(s), shareholding and relationship between Directors and Key Managerial Personnel as stipulated under Regulation 36 of SEBI Listing Regulations are provided in **Annexure - 1** to this Notice.
12. 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.
13. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/ MIRSD/RTAMB/CIR/P/2020/166 dated September 7,

2020 read with SEBI circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cutoff date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. Therefore, Members holding shares in physical form are requested to dematerialize shares held in physical form at the earliest available opportunity.

14. SEBI has mandated the submission of Permanent Account Number (PAN) by every securities market participant. Members holding shares in electronic form are therefore requested to submit their PAN to the DP with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to KTPL/Company.
15. Members are advised to avail the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in physical form desiring to avail this facility may send their nomination in Form No. SH-13 duly filled in to KTPL. Members holding shares in dematerialized form may contact their respective Depository Participants for availing this facility.

II. Instructions for attending the AGM and Electronic Voting:

A. General Instructions

1. 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.
2. 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 Tuesday, September 21, 2021 (“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.
3. 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 21, 2021, 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. 1800 1020 990 and 1800 22 44 30. 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 21, 2021 may follow steps mentioned in the Notice of the AGM under “**Step 1: Access to NSDL e-Voting system**”.

4. Members who need assistance before and during the AGM, may contact the following:

Name & Designation: Mr. Amit Vishal, Senior Manager – NSDL / Ms. Sarita Mote, Assistant Manager – NSDL

E-mail ID: evoting@nsdl.co.in

Contact No.: 1800 1020 990 / 1800 224 430 (Toll Free)

5. The Board has appointed Messrs 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.
6. 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.
7. 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.

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

The remote e-voting period begins on Saturday, September 25, 2021 at 9.00 A.M. (IST) and ends on Monday, September 27, 2021 at 5.00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (Cut-off Date) may cast their vote electronically. The voting rights shall be in proportion to the share in the paid-up equity share capital of the Company as on the Cut-off Date.

The details of the process and manner for voting electronically are mentioned below:

Step 1: Access to NSDL e-Voting system





Step 2: Cast your vote electronically on NSDL e-Voting system

Details on Step 1 are mentioned below:

A) Login method for e-Voting for Individual Shareholders holding securities in demat mode:

In terms of SEBI circular no. SEBI/110/CFB/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with the Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Existing IDeAS user can visit the e-Services website of NSDL viz. www.eservices.nsd.com . On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you 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. 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 and e-Voting during the Meeting.
	2. If you are not registered for IDeAS e-Services, option to register is available at www.eservices.nsd.com . Select “Register Online for IDeAS Portal” or visit www.eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp .
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsd.com/ . Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. 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 and e-Voting during the Meeting.
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” by scanning the QR code mentioned below for seamless voting experience</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are www.web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/ Easiest, option to register is available at www.web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the demat Account. After successful authentication, user will be provided link where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL website after

Depository Participants	successful authentication, wherein you can see e-Voting feature. 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 and e-Voting during the Meeting.
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Note: Members who are unable to retrieve User ID/ Password are advised to use “Forgot User ID” and/or “Forgot Password option” available on respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode:

Login type	Helpdesk details
Individual Shareholders 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.co.in or call Toll Free no.: 1800 1020 990 or 1800 22 44 30
Individual Shareholders 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 call 022-23058738 or 022-23058542-43

B) Login Method for e-Voting for Shareholders other than Individual Shareholders holding securities in demat mode and shareholders holding securities in physical mode:

- Visit the e-Voting website of NSDL. Open web browser and enter the URL: www.evoting.nsdl.com/.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. 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 credentials. Once you log-in to NSDL eServices, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares

i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) 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*****.
b) 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*****.
c) 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 116266 then user ID is 116266001***

5. Details of Password are given below:

- 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.
- 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 Beneficiary ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - If your email ID is not registered or 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.
 - Click on “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.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
6. After entering your password, read and agree to “Terms and Conditions” by selecting the check box.
 7. Click on “Login” button.
 8. After you click on “Login” button, Home page of e-Voting will open.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail id for e-Voting:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to ntbcl@ntbcl.com.
2. In case shares are held in demat mode, please provide DPID Client ID (16 digit DPID + Client ID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to ntbcl@ntbcl.com. If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 A) Login method for e-Voting for Individual Shareholders holding securities in demat mode.**
3. Alternatively, Shareholder/Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

Details on Step 2 are mentioned below:

To cast your vote electronically on NSDL e-Voting system:

1. 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.
2. Select “EVEN” of Noida Toll Bridge Company Limited to cast your vote during the remote e-Voting period or during the General Meeting.
3. EVEN for Noida Toll Bridge Company Limited is XXXXXX.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. Once you confirm your vote on the Resolution, you will

not be allowed to modify your vote.

8. You can also take a printout of the votes cast by you by clicking on the print option on the confirmation page.

General Guidelines for e-Voting:

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authorisation with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to sssp28@gmail.com with a copy marked to the Company at ntbcl@ntbcl.com and NSDL at evoting@nsdl.co.in.
 2. 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, Members will need to go through the “[Forgot User Details/ Password](#)” or “[Physical User Reset Password](#)” option available on www.evoting.nsdl.com to reset the password.
 3. 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.nsdl.com or call on Toll Free no.: 1800 1020 990 or 1800 22 44 30 or send a request on evoting@nsdl.co.in.
 4. Only those Members/Shareholders, who are present at the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
 5. Members who have already voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- C. Instructions for Members attending the AGM through VC/OAVM:**
1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may gain access by following the process mentioned in **Step 1: Access to NSDL e-Voting system**. After successful login, Members should click of “VC/OAVM link” placed under “Join General Meeting” menu against Noida Toll Bridge Company Limited. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Noida Toll Bridge Company i.e. XXXXXX will be displayed.
 2. Please note that participants connecting from mobile devices or tablets or through laptop 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 kind of glitches.

3. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM can submit questions from their registered email address mentioning their name, DP ID and Client ID / Folio number and mobile number, to reach the Company's email address ntbcl@ntbcl.com at least 48 hours before the start of the AGM.
4. Members who would like to ask questions at the AGM with regard to any matter to be placed at the AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / Folio number and mobile number, to reach the Company's email address ntbcl@ntbcl.com at least 48 hours in advance before the start of the AGM. Only those Members who have registered themselves as a speaker shall be allowed to ask questions during the AGM, depending upon the availability of time.
5. The Company reserves the right to restrict the number of speakers at the AGM.

III. Information related to Investor Education and Protection Fund:

- i. Pursuant to the provisions of Sections 124 and 125 of the Act, the Company has transferred, on due dates, all unclaimed dividends up to the Financial Year 2012-13 to Investor Education and Protection Fund ("said Fund") established by Central Government. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time ("IEPF Rules"), the Company has uploaded the details of the unpaid and unclaimed amounts lying with the Company on the website of the Company www.ntbcl.com, and also on the website of the Ministry of Corporate Affairs www.mca.gov.in. Unclaimed dividend for the FY 2013-14 will fall due for transfer to the said Fund on November 3, 2021. Those Members who have not encashed their dividends for the FY 2013-14 are requested to address their claim to the Company or KTPL immediately. Those Members who have not so far claimed their dividend for the subsequent financial years are also advised to address their claim to the Company or KTPL.
- ii. Pursuant to the provisions of Section 124(6) of the Act and the IEPF Rules, all equity shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more on November 3, 2021 shall be transferred by the Company to the said Fund. These details are also available on the Company's website www.ntbcl.com. No claim shall lie against the Company in respect of these equity shares post their transfer to the said Fund. Upon transfer, Members will be able to claim these equity shares only from the said Fund by making

an online application to the IEPF Authority, the details of which are available at www.iepf.gov.in. All correspondence should be addressed to Kfin Technologies Limited, (UNIT: Noida Toll Bridge Company Limited), Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500032
Email: einward.ris@kfintech.com.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE ACT AND REGULATION 36 OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

The following explanatory statement sets out all material facts relating to businesses mentioned under Item Nos. 3, 4 and 5 of the accompanying Notice:

Item No. 3

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the composition of Board of Directors of the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six Directors. In order to meet compliance with the composition of Board of Directors one more Director was required to be inducted on the Board of Directors. As you are aware, Mr. Rakesh Chatterjee was appointed as Non-Executive additional Director of the Company with effect from December 18, 2020 in terms of provisions of Section 161 of the Companies Act, 2013 ("Act") and Listing Regulations.

Mr. Rakesh Chatterjee is Group General Counsel, Legal in IL&FS Limited since September 2020. Mr. Rakesh Chatterjee is eligible to be appointed as a Non-Executive Director on the Board under the relevant provisions of the Act and Listing Regulations.

Pursuant to Section 152 of the Act, Mr. Rakesh Chatterjee has given his consent for appointment as a Director of the Company and also furnished a declaration under Section 164 of the Act that he is not disqualified to become a Director. In the opinion of the Board of Directors, Mr. Rakesh Chatterjee fulfils the conditions specified in the Act, and the Rules framed thereunder for appointment as a Director.

Accordingly, the Board of Directors had appointed Mr. Rakesh Chatterjee as an Additional Director of the Company by resolution passed by circulation on December 18, 2020. In compliance with the provisions of the Act, the appointment of Mr. Rakesh Chatterjee as a Director is now being placed before the Members for their approval by Ordinary Resolution.

The terms and conditions of appointment of Mr. Rakesh Chatterjee is open for inspection at the Registered Office of the Company during business hours on any working day, excluding Saturday and Sunday.

The brief profile of the Director to be appointed is given below: Mr. Rakesh Chatterjee has an overall experience of close to two and a half decades in legal practice/industry, having

practiced primarily as partner in law firms. He joined IL&FS Limited in September 2020 as Group General Counsel, Legal.

Mr. Rakesh Chatterjee holds bachelor's degree in law and commerce, and is a member of the Supreme Court Bar Association. His practice area focus has been on Mergers & Acquisition/Restructuring, Power, Infrastructure, Oil & Gas, Defence and strategic litigation with broad exposures in the domestic, as well as in the international market.

Mr. Rakesh Chatterjee does not hold any shares of Noida Toll Bridge Company Limited

Mr. Rakesh Chatterjee is concerned or interested in the passing of this resolution appointing himself. None of the other Directors of Key Managerial Personnel of the Company and their relatives are concerned or interested in the passing of this Resolution.

Item No. 4

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015, as amended from time to time, post resignation of Mr. Bijay Kumar Panda from the Board, the Company was required to fill up the resulting vacancy and approval from shareholders in General Meeting for regularize as Director within three months from the date of appointment.

Based on the above, IL&FS Transportation Networks Limited (ITNL), promoter of the Company, has nominated the appointment of Mr. Santanu Sen, in place of Mr. Bijay Kumar Panda on the Board of the Company.

Accordingly, the Board of Directors had appointed Mr. Santanu Sen as an Additional Director of the Company by resolution passed by circulation on August 30, 2021. In compliance with the provisions of the Act, the appointment of Mr. Santanu Sen as a Director is now being placed before the Members for their approval by Ordinary Resolution.

Pursuant to Section 152 of the Act, Mr. Santanu Sen has given his consent for appointment as a Director of the Company and also furnished a declaration under Section 164 of the Act that he is not disqualified to become a Director. In the opinion of the Board of Directors, Mr. Santanu Sen fulfils the conditions specified in the Act, and the Rules framed thereunder for appointment as a Director.

The terms and conditions of appointment of Mr. Santanu Sen is open for inspection at the Registered Office of the Company during business hours on any working day, excluding Saturday and Sunday.

The brief profile of the Director to be appointed is given below:

Mr. Santanu Sen is a professional with more than two decades of diversified experience in Corporate Business Development, Strategy- Design & Implementation, Fixed Income, Investment Banking, Corporate Finance and Asset Management. He has worked extensively on Stressed Asset Management and time bound recovery of bad loan. Presently, Mr. Santanu Sen is

leading the Strategic Support Unit (SSU) at IL&FS Group, in addition to resolution management of stressed assets.

He holds PGDBM (Finance) from Indian Institute of Social Welfare & Business Management (IISWBM) from Kolkata. He is also Director in IL&FS Rail Ltd., Rapid Metro Rail Gurgaon Ltd. and Rapid Metro Rail Gurgaon South Ltd. Earlier, he has handled Investment Banking and Structured Finance responsibilities. He has also worked with Standard Chartered STCI Securities Ltd. (Erstwhile UTI Securities).

Item No. 5

Pursuant to the provisions of Section 188 of the Companies Act 2013, and with the approval Members at their Meeting held on September 28, 2020 and the Audit Committee and Board of Directors at their Meeting held on June 29, 2020 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. 25.00 Lakhs (Annual Fee of Rs. 3.00 crores) for Financial Year 2020-21 towards Operations and Maintenance services being rendered.

The aforesaid transaction was 'material' as defined under the Listing Agreement (Rs. 2.47 crores was the threshold for material transactions in FY 2020-21 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 June 29, 2021 was approved the ongoing Related Party Transaction with its Subsidiary, ITMSL for a monthly fees of Rs. 25.00 Lakhs (Annual Fee of Rs. 3.00 crores) for Financial Year 2021-22. The fees are due for a renewal with effect from April 1, 2021. Details of the contract/proposed fee for FY 2021-22 are attached for the information of the Members. Since, the fee proposed for FY 2021-22 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.

Further, it may be noted that the Audit Committee and the Board of Directors, at their meeting held on June 29, 2021 granted an Omnibus approval to the Company for regular transactions, with ITNL Toll Management Services Limited (ITMSL), which are repetitive in nature upto a maximum of Rs. 25 lakhs per year. The transactions include:

- (a) Advances
- (b) Reimbursement of expenses

- (c) Payment for staff taken on deputation
(d) Payment to contractual employees

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- • 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.
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 and June 29, 2021.
Advances received or paid if any	Advances against Fees are paid as and when required
Terms of the Contract	Monthly fees of Rs. 25 lakhs per month was paid for Financial Year 2020-21. In view of the above, it is proposed that the O&M fees be fixed at Rs. 3.00 crores for FY 2021-22. The amount of fees being proposed to be paid is more than 10% of the Annual Turnover of the Company for FY 2021-22, 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. Transfer Pricing for the same is done every year to determine that the payment made to the subsidiary is at an arm's length.

- (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 Executive Officer (Officiating), Mr. Gagan Singhal – Company Secretary and Mr. Amit Agrawal – Chief Financial Officer 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

Registered Office

Noida Toll Bridge Company Limited

Toll Plaza, MayurVihar Link Road, New Delhi - 110091

CIN L45101DL1996PLC315772

Tel: 0120 2516495

Email: ntbcl@ntbcl.com

Website: www.ntbcl.com

Delhi, August 11, 2021

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. Dilip Lalchand Bhatia	Mr. Rakesh Chatterjee	Mr. Santanu Sen
DIN	01825694	00029365	09130460
Date of Birth and Age	February 13, 1968 (53 Years)	August 01, 1971 (50 Years)	August 19, 1969 (52 Years)
Date of first appointment on the Board	December 4, 2018	December 18, 2020	August 30, 2021
Qualifications	Chartered Accountant	Bachelor's Degree in Commerce and Law	PGDBM (Finance) Business Management
Experience & Expertise	Mr. Dilip Bhatia has more than 30 years of leadership and business experience across Infrastructure, Financial Services and Commodity Sectors, handling Business Operations, P&L, Strategy, Risk Management and Finance functions.	Mr. Rakesh Chatterjee has an overall experience of close to two and a half decades in legal practice. His practice area focus has been on Mergers & Acquisition/ Restructuring, Power, Infrastructure, Oil & Gas. Defence and strategic litigation with broad exposures in the domestic, as well as in the international market.	Mr. Santanu Sen is a professional with more than two decades of diversified experience in Corporate Business Development, Strategy- Design & Implementation, Fixed Income, Investment Banking, Corporate Finance and Asset Management.
Number of Meetings of the Board attended during the year	Five	One	NA
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	<ul style="list-style-type: none"> • IL&FS Airports Limited • Jharkhand Accelerated Road Development Company Limited • IL&FS Transportation Networks Limited • Hill Country Properties Limited • IL&FS Financial Services Limited • Road Infrastructure Development Company of Rajasthan Limited • IL&FS Engineering and Construction Company 	NIL	<ul style="list-style-type: none"> • IL&FS Rail Limited • Rapid Metro Rail Gurgaon Limited • Rapid Metro Rail Gurgaon South Ltd.
Memberships / Chairmanships of committees of other public companies	Audit Committee <ul style="list-style-type: none"> • IL&FS Engineering and Construction Company • Hill Country Properties Limited • IL&FS Financial Services Limited 	NIL	Audit Committee <ul style="list-style-type: none"> • Rapid Metro Rail Gurgaon Limited • Rapid Metro Rail Gurgaon South Ltd.
Number of shares held in the Company	NIL	NIL	NIL
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Not related with anyone		
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 .		
Justification for choosing the appointees for appointment as Independent Directors	Not applicable		