

December 19, 2022

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

Scrip Code No. 532481

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. NOIDA TOLL EQ

Sub: Notice of Postal Ballot and e-voting

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated December 19, 2022 for seeking approval of the Members of the Company by way of Ordinary Resolution.

The Company has circulated the electronic copies of Postal Ballot Notice dated December 19, 2022 alongwith Explanatory Statement pertaining to the resolution given in the attached Postal Ballot Notice setting out the material facts and related particulars, today i.e. December 19, 2022 to those Members whose names appear in the Register of Members/ list of Beneficial Owners maintained by the Company / Depositories as at close of business hours on Friday i.e. December 16, 2022 (“Cut-off date”) and whose email address were registered with the Depository Participants or with the Company or its Registrar an Transfer Agent as on the Cut-off date. Members who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The Company has engaged M/s National Securities Depository Limited (NSDL) to offer e-voting facility to all its members to enable them to cast their votes electronically.

The e-voting period will commence on Tuesday, December 20, 2022 at 9:00 A.M. (IST) and will end on Wednesday, January 18, 2023 at 05:00 P.M. (IST).

The said Postal Ballot Notice will also be made available on the website of the Company: www.ntbcl.com and on the website of National Securities Depository Limited (NSDL): www.evoting.nsdcl.com.

Thanking You
For Noida Toll Bridge Company Limited

Gagan Singhal
Company Secretary & Compliance Officer

Encl: As above



**Noida
Toll Bridge Co. Ltd.**

NOIDA TOLL BRIDGE COMPANY LIMITED

Registered Office: The Toll Plaza, Mayur Vihar Link Road, New Delhi – 110091

(CIN: L45101DL1996PLC315772)

E-mail Id: ntbcl@ntbcl.com, Website: www.ntbcl.com

Tel: 0120 2516495

NOTICE OF POSTAL BALLOT

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholders,

NOTICE is hereby given to the Members of Noida Toll Bridge Company Limited (“the Company”), pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (**the “Act”**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**“Rules”**) including any statutory modification(s) or re-enactment(s) thereof from time to time being in force and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**) from time to time, Secretarial Standards on General Meeting (**“SS-2”**) issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed/issued by the Ministry of Corporate Affairs (the **“MCA”**) 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 (**“MCA Circulars”**) and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the Ordinary Resolution as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by remote e-voting (**“Postal Ballot/ e- Voting”**).

In accordance with the MCA Circulars, SEBI circulars and Regulation 44 of the SEBI Listing Regulations, as amended, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The proposed Resolution and the Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. The Board of Directors of the Company has appointed Mr. Sanjay Kumar, Company Secretary in Practice (FCS No. 9211 and CP No. 7027), as the Scrutinizer (hereinafter referred as the **“Scrutinizer”**) on Monday, December 12, 2022, for conducting the Postal Ballot and e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations (iii) the Secretarial Standards SS-2 and (iv) MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of National Securities Depository Limited (**“NSDL”**) as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting forms part of this Postal Ballot Notice.

Corporate Off.: Toll Plaza, DND Flyway, Noida-201 301, U.P. INDIA Phone: 0120-2516495

Regd. Off.: Toll Plaza, Mayur Vihar Link Road, New Delhi - 110091, INDIA

Website: www.ntbcl.com

Email: ntbcl@ntbcl.com

CIN: L45101DL1996PLC315772

The Postal Ballot Notice will also be placed on the website of the Company (www.ntbcl.com) and on the website of NSDL (www.evoting.nsdl.com).

The Postal Ballot Notice is being sent only by electronic mode, to those Members whose email addresses are registered with the Company/ Depositories, in accordance with the aforesaid MCA and SEBI Circulars. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process. The Members holding equity shares of the Company are requested to carefully read all the instructions given in the notes.

The communication of the assent or dissent of the Members would take place only through the Remote e-Voting system. Eligible Member, whose e-mail address is not registered with the Company/Depositories, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice.

The remote e-voting period commences from 9:00 a.m. (IST) on Tuesday, December 20, 2022 and ends at 5:00 p.m. (IST) on Wednesday, January 18, 2023. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company or any person authorised by the Chairman. The results of the voting conducted through Postal Ballot (through the remote e-voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorised by the Chairman, on or before 5:00 p.m. (IST) on Friday, January 20, 2023.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than 5:00 p.m. (IST) on Wednesday, January 18, 2023. Remote e-Voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The same will be displayed on the website of the Company: www.ntbcl.com, the website of NSDL: www.evoting.nsdl.com and also shall be communicated to BSE Limited ("BSE"), where the Company's equity shares are listed and be made available on their respective websites. The Company will also display the results of the Postal Ballot at its Registered Office.

In the event, Resolutions as set out in the Notice is assented to by requisite majority by means of Remote e-voting process, it shall be deemed to have been passed on the last date specified by the Company for e-voting. The last date of e-voting shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority.

The Members are requested to consider and, if thought fit, pass the following resolution:

1. Appointment of Mr. Dheeraj Kumar (DIN: 07046151) as a Whole-Time Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force) and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any amendments thereto or re-enactments thereof, for the time being in force) and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approval as may be necessary, the consent of the Company be and is hereby accorded for appointment of Mr. Dheeraj Kumar (DIN: 07046151) as a Whole Time Director of the Company, for a period of 2 (Two) years

commencing from 5th December, 2022 to 4th December, 2024 (liable to retire by rotation) on such term and condition as set out in this resolution and the Explanatory Statement annexed to this Notice and be paid such remuneration, as may be agreed by the Board and Mr. Dheeraj Kumar within the applicable provisions of the Companies Act, 2013.

“RESOLVED FURTHER THAT where in any financial year during the tenure of the said Whole Time Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

“RESOLVED FURTHER THAT the Board of Directors of the Company and /or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental thereto.”

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

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

Date: December 19, 2022
Delhi

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

NOTES:

1. The Explanatory Statements and reasons for the proposed Ordinary Resolution(s) pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') forms part of the Explanatory Statement forming part of this Notice.
2. The Company has appointed Mr. Sanjay Kumar, Managing Partner of M/s Kumar Wadhwa & Company, Company Secretaries (C P No. 7027) Practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as on Friday, 16th December, 2022, and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 10.
4. In line with the MCA circulars, the Postal Ballot Notice is being sent only by electronic mode to those Members whose email addresses are registered with the Company / Depositories.
5. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Friday, 16th December, 2022, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
6. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Shareholders to cast their votes electronically:
7. Members may please note that the Postal Ballot Notice will also be available on the Company's website at 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 also on the website of National Securities Depositories Limited ("NSDL") at www.evoting.nsdl.com.
8. All the material documents referred to in the Explanatory Statements, shall be available for inspection through electronic mode from Monday, 19th December, 2022 to Wednesday, 18th January, 2022 basis the request being sent on ntbcl@ntbcl.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
9. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 16th December, 2022, being the cut-off date fixed for the purpose.

10. The voting period begins at 9.00 hours IST on Tuesday, 20th December, 2022 and ends at 17.00 hours IST on Wednesday, 18th January, 2022. The e-voting module shall be disabled by National Securities Depository Limited for voting thereafter.
11. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at ntbcl@ntbcl.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to ntbcl@ntbcl.com.
12. The Scrutinizer will submit his report to the Chairman or a Director authorized by him after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on Friday, 20th January, 2022 at the Corporate Office of the Company at The Toll Plaza, DND Flyway, Noida - 201301. The Resolution, if passed by requisite majority shall be deemed to have been passed on Friday, 20th January, 2022, being the last date specified by the Company for e-voting.
13. The declared results along with the report of the Scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange Limited and shall be uploaded on the website of the Company i.e., www.ntbcl.com, website of National Securities Depository Limited <https://evoting.nsdl.com/>.
14. The instructions for Shareholders for 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 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
<p>Individual members holding securities in demat mode with NSDL.</p>	<p>Users registered for NSDL IDeAS facility:</p> <p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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, 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 re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</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.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <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. 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. 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.</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> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

<p>Individual members holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for Easi / Easiest</p> <p>Login through their user id and password. Option will be made available to reach e-Voting page without any further authentication.</p> <p>a) The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or;</p> <p>b) https://www.cdslindia.com and click on New System Myeasi</p> <p>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>Users not registered for Easi/Easiest</p> <p>Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Visit the e-Voting website of CDSL</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual members (holding securities in demat mode) login through their depository participants</p>	<p>Members 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/CDSL Depository site after 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.</p>

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
<p>Individual members holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual members holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542/43</p>

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:

- a) 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.
- b) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- c) 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.
- d) 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 123456 then user ID is 123456001***.

- e) Password details for members other than Individual members are given below:
 - i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - ii. 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.
 - iii. 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’.
 - If your email ID is not registered, please follow steps mentioned below in ‘**Process for those members whose email ids are not registered.**’
- f) If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - i. 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.
 - ii. **Physical User** Reset **Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- iii. 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.
 - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- g) 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.nsdl.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.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 2244 30 or send a request to Mr. Sanjeev Yadav, Assistant Manager or Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited 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 (l) 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.

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

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

Date: December 19, 2022
Delhi

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULES 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Item No. 1

Members of Noida Toll Bridge Company Limited at the 26th Annual General Meeting of the Company held on September 30, 2022 appointed Mr. Dheeraj Kumar (DIN :07046151), as the Non-executive Director of the Company representing IL&FS Transportation Networks Limited.

The Board of Directors has based on the recommendation of Nomination and Remuneration Committee and subject to approval of the Members, approved the appointment of Mr. Dheeraj Kumar as Whole Time Director of the Company, for a period of 2 years, with effect from 5th December, 2022 to 4th December, 2024.

Mr. Dheeraj Kumar who has been nominated by IL&FS Transportation Networks Limited as a Nominee Director (Non-Executive) on the Board of the Company effective August 30, 2022, is a seasoned Project and Corporate Finance Professional, with an experience covering various facets of Project Development and Infrastructure Finance from conceptualisation to closure stage spanning over 18 years. Mr. Dheeraj has been associated with Rail vertical of IL&FS Group for the past 8-10 years and responsible for managing the Finance, Treasury, Fund raising and legal function across the Rail Group Companies. He also has extensive experience in dealing with matters concerns outdoor advertisement and dealing with concerned vendors. He has also worked extensively on management of Stressed Asset-from fact finding to resolution and has been instrumental in shaping the strategy and operations of the Rail Group Companies including leading its Resolution Process. He holds a degree in Economics and Finance.

Directorship(s) in other Companies Unlisted
Evoque Engineering Private Limited (Director)
Rapid Metro Rail Gurgaon Limited (Director)

Mr. Dheeraj Kumar does not hold any Membership/Chairmanship of the Board Committees in other Companies. Mr. Dheeraj Kumar has not resigned from any of the listed entity in the past three years.

Mr. Dheeraj Kumar attended all Meetings held from the date of his appointment.

The terms and conditions are set out herein below:

1. TENURE OF APPOINTMENT:

The appointment of Mr. Dheeraj Kumar as Whole Time Director designated as Executive Director (change in designation from 'Non-executive Director' to 'Whole-time Director') is for a period of 2 years with effect from December 5, 2022. The contract will be renewable, if necessitated, by mutual consent, upon expiry of this period.

2. DUTIES AND RESPONSIBILITIES:

Mr. Dheeraj Kumar, the 'Whole Time Director' of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.

3. REMUNERATION:

- (a) The Company will be paid contract charges to Mr. Dheeraj Kumar of Rs. 3,00,000/- (Rupees Three Lakhs) per month (Exclusive of GST) and taxes as applicable shall be deducted at source. All other out of pocket expenses, like travel expenses and conveyances shall be reimbursed at actuals, if need be subject to due approvals.
- (b) Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Dheeraj Kumar, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary and perquisites as specified above.

4. OTHER TERMS OF APPOINTMENT:

- (a) Mr. Dheeraj Kumar shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company.
- (b) The terms and conditions of the appointment of Mr. Dheeraj Kumar may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Dheeraj Kumar, subject to such approvals as may be required.
- (c) In the event Mr. Dheeraj Kumar is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- (d) The appointment may be terminated by either party by giving to the other party three months' notice in writing.
- (e) Mr. Dheeraj Kumar will be liable to retire by rotation

The Board of Directors is of the opinion that the above remuneration being paid / payable to Mr. Dheeraj Kumar, as Whole Time Director of the Company, is commensurate with his duties and responsibilities. The Board considers that his association as Whole Time

Director will be beneficial to and in the interest of the Company.

In the absence, or, inadequacy of the profits in any financial year, the remuneration including the perquisites will be paid to the Managerial Personnel including Whole-time Director(s) in accordance with the applicable provisions of Schedule V of the Act.

Except Mr. Dheeraj Kumar, being an appointee, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in this resolution.

The proposed resolution seeks the approval of Members, pursuant to Section 160, 196 and 203 of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) for the appointment of Mr. Dheeraj Kumar as a Whole-time Director of the Company for a period of 2 (two) years w.e.f. December 5, 2022 to December 4, 2022, liable to retire by rotation.

In view of expertise, knowledge and experience of Mr. Dheeraj Kumar and based on recommendation of Nomination and Remuneration Committee, the Board considers the re-appointment of Mr. Dheeraj Kumar as a Whole - time Director of the Company designated as an Executive Director in the interest of the Company and recommended the Ordinary Resolutions as set out in item No. 1 of the Notice for approval of Members.

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

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

Date: December 19, 2022
Delhi

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

ANNEXURE

Information pursuant to Regulation 36(3) as applicable of of Securities Exchange Board of India (Listing Obligations and Disclosures) Regulations, 2015 and Secretarial Standard on General Meeting with regards to the Director seeking appointment/re-appointment in the forthcoming Extra Ordinary General Meeting (in pursuance of Schedule V of the Companies Act, 2013)

Name of the Director	Mr. Dheeraj Kumar
DIN	07046151
Reason for Appointment / Change	Change in Designation from Non-Executive Director to Whole Time Director/ Executive Director
Date of Birth	07.09.1978 / 44 years
Qualification	Holding Degree in Economics & Finance
Experience / expertise in specific functional areas	Mr. Dheeraj Kumar is a seasoned Project and Corporate Finance Professional, with an experience covering various facets of Project Development and Infrastructure Finance from conceptualisation to closure stage spanning over 18 years. Mr. Dheeraj has been associated with Rail vertical of IL&FS Group for the past 8-10 years and responsible for managing the Finance, Treasury, Fund raising and legal function across the Rail Group Companies. He also has extensive experience in dealing with matters concerns outdoor advertisement and dealing with concerned vendors. He has also worked extensively on management of Stressed Asset-from fact finding to resolution and has been instrumental in shaping the strategy and operations of the Rail Group Companies including leading its Resolution Process. He holds a degree in Economics and Finance
Date of first appointment on the Board	30.08.2022
Number of equity shares held in the Company	NIL
Terms and condition of appointment	Appointed as Whole Time Director, liable to retire by rotation at remuneration and other terms as mentioned in the statement annexed to the notice.
Remuneration to be paid	As per the resolution at item no. 1 of the notice read with explanatory statement thereto.

Remuneration/Sitting Fees last drawn	Rs. 20,000/- for Board Meeting and Rs. 15, 000/- for Committee Meeting sitting fees per meeting
No. of the Board meeting attended	2
Relationship with other Directors, Manager, KMP of the company	Not related with any of the Directors
Board membership of other Companies as on 31st March, 2022 (Listed / Unlisted)	1. Rapid Metrorail Gurgaon Limited 2. Evoque Engineering Private Limited
Membership/Chairmanship of Committees of the Board of Directors of other Companies as on 31st March, 2022	Nil
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	NIL
Date of Appointment & term of Appointment	He is been appointed as Whole Time Director from December 5, 2022 for 2 consecutive years.
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 National Stock Exchange of India Ltd. with ref. no. NSE/CML/2018/24 dated 20th June, 2018.	Mr. Dheeraj Kumar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority