

**September 30, 2020**

**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

Dear Sir/Madam,

**Sub: Consolidated Voting Results on Resolutions as per the Notice of the 24th Annual General Meeting of Noida Toll Bridge Company Limited ('AGM') dated September 28, 2020**

Please note that Resolution Nos. 1 to 5 as per the Notice dated September 09, 2020 of the 24th AGM held on September 28, 2020 have been passed by the shareholders with requisite majority. Further, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the voting results, in the prescribed format, in respect of the votes cast through e-voting at the 24th AGM.

A copy of the Scrutinizer's Report containing consolidated voting results is enclosed herewith.

We request you to take the above information on record.

Thanking you,

For **Noida Toll Bridge Company Limited**



**Gagan Singhal**  
Company Secretary & Compliance Officer

	NOIDA TOLL BRIDGE COMPANY LIMITED
Date of the AGM/EGM	28-09-2020
Total number of shareholders on record date	64804
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Financial Statements of the Company including Consolidated Financial Statement for the Financial Year ended March 31, 2020									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	4,90,95,007	4,90,95,007	100.0000	4,90,95,007	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,90,95,007	100.0000	4,90,95,007	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,75,99,972	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	11,95,00,023	2,48,413	0.2079	1,78,047	70,366	71.6737	28.3262	0	0
	Poll		2,703	0.0023	2,703	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,51,116	0.2102	1,80,750	70,366	71.9787	28.0213	0	0
Total		18,61,95,002	4,93,46,123	26.5024	4,92,75,757	70,366	99.8574	0.1426	0	0



Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Manish Kumar Agarwal DIN 02885603, who retires by rotation and, being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	4,90,95,007	4,90,95,007	100.0000	4,90,95,007	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,90,95,007	100.0000	4,90,95,007	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	1,75,99,972	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	11,95,00,023	2,47,163	0.2068	1,75,312	71,851	70.9297	29.0702	0	0
	Poll		2,703	0.0023	2,603	100	96.3004	3.6995	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,49,866	0.2091	1,77,915	71,951	71.2042	28.7958	0	0
Total		18,61,95,002	4,93,44,873	26.5017	4,92,72,922	71,951	99.8542	0.1458	0	0



Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval for appointment of Mr. Kazim Raza Khan DIN 05188955 as a Director of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	4,90,95,007	4,90,95,007	100.0000	4,90,95,007	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,90,95,007	100.0000	4,90,95,007	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,75,99,972	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	11,95,00,023	2,47,163	0.2068	1,75,371	71,792	70.9535	29.0464	0	0
	Poll		2,703	0.0023	2,603	100	96.3004	3.6995	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,49,866	0.2091	1,77,974	71,892	71.2278	28.7722	0	0
<b>Total</b>		<b>18,61,95,002</b>	<b>4,93,44,873</b>	<b>26.5017</b>	<b>4,92,72,981</b>	<b>71,892</b>	<b>99.8543</b>	<b>0.1457</b>	<b>0</b>	<b>0</b>



Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval for appointment of Mr. Bijay Kumar Panda DIN 07414015 as a Director of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	4,90,95,007	4,90,95,007	100.0000	4,90,95,007	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,90,95,007	100.0000	4,90,95,007	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,75,99,972	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	11,95,00,023	2,47,163	0.2068	1,75,747	71,416	71.1057	28.8942	0	0
	Poll		2,703	0.0023	2,603	100	96.3004	3.6995	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,49,866	0.2091	1,78,350	71,516	71.3783	28.6217	0	0
Total		18,61,95,002	4,93,44,873	26.5017	4,92,73,357	71,516	99.8551	0.1449	0	0



Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval for enter into a contract agreement with ITNL Toll Management Services Limited – a subsidiary of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	4,90,95,007	4,90,95,007	100.0000	4,90,95,007	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,90,95,007	100.0000	4,90,95,007	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,75,99,972	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	11,95,00,023	2,48,413	0.2079	1,76,721	71,692	71.1399	28.8600	0	0
	Poll		2,703	0.0023	2,603	100	96.3004	3.6995	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,51,116	0.2102	1,79,324	71,792	71.4108	28.5892	0	0
Total	18,61,95,002	4,93,46,123	26.5024	4,92,74,331	71,792	99.8545	0.1455	0	0	





## **SCRUTINIZER'S REPORT**

*(Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended)*

To,  
The Chairman,  
**Noida Toll Bridge Company Limited**  
Noida Toll Bridge Company Limited Toll Plaza,  
Mayur Vihar Link Road Delhi – 110091.

Dear Sir(s),

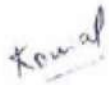
**Sub: Scrutinizer's Report of e-voting at the Annual General Meeting of Noida Toll Bridge Company Limited held on Monday, 28<sup>th</sup> September, 2020 at 10:30 A.M through Video Conferencing (VC) / other audio Visual means (OAVM) facility:**

I, **Sanjay Kumar**, Managing Partner of **Kumar Wadhwa & Company**, Company Secretaries in practice, having our office at C-1/113 Ground Floor, Sector-11, Rohini New Delhi-110085 have been appointed as Scrutinizer of **Noida Toll Bridge Company Limited** ("the Company"), having its Registered office at Noida Toll Bridge Company Limited Toll Plaza, Mayur Vihar Link Road Delhi - 110091, for the purpose of scrutinizing the e-Voting in a fair and transparent manner carried out under the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 on below mentioned resolutions at the 24th Annual General Meeting of the Company held on Monday, the 28th September, 2020 at 10:30 a.m., through Video Conferencing (VC) / other audio Visual means (OAVM).

We hereby submit our report as under:-

1. The e-voting period remained opened from Friday, 25th September, 2020 (09:00 A.M. IST) and ended on Sunday, 27th September, 2020 (05:00 P.M. IST)
2. The shareholders who are holding shares as on the "cut-off" date i.e. 21<sup>st</sup> September, 2020 were entitled to vote through e-Voting on the Resolutions set out in the Notice of 24th Annual General Meeting of the Company issued pursuant to the Section 101 of the Companies Act, 2013.
3. The votes for e-Voting process were unlocked on Monday, the 28<sup>th</sup> September, 2020 after 11:30 A.M. IST in the presence of two witnesses, Mrs. Komal Saxena (D-33 Ganesh Nagar, Complex Pandav Nagar, Delhi 110092) and Ms. Renu Malik (C-389 Avantika ,Sector- 1, Rohini New Delhi-

110085) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Signature:

**Name:** Komal Saxena



Signature:

**Name:** Renu Malik

4. The details containing inter-alia list of Equity Shareholders, who voted for and against were downloaded from the E-Voting website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. The shareholders attended the 24<sup>th</sup> Annual General Meeting of the Company on Monday, the 28<sup>th</sup> September, 2020 and voted through e-voting.
6. The result of e-Voting as under:-

**Resolution 1: - To receive, consider and adopt the Audited Financial Statements of the Company (including Consolidated Financial Statement) for the Financial Year ended March 31, 2020.**

Method of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes		Total valid votes cast (in Nos.)
	Nos.	%age	Nos.	%age	Nos.	%age	
e-Voting	49275757	99.86	70366	0.14	-	-	<b>49346123</b>

**Resolution 2: - To appoint a Director in place of Mr. Manish Kumar Agarwal (DIN 02885603), who retires by rotation and, being eligible, offers himself for re-appointment.**

Method of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes		Total valid votes cast (in Nos.)
	Nos.	%age	Nos.	%age	Nos.	%age	
e-Voting	49272922	99.85	71951	0.15	-	-	<b>49344873</b>



**Resolution 3: - Approval for appointment of Mr. Kazim Raza Khan (DIN 05188955) as a Director of the Company**

Method of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes		Total valid votes cast (in Nos.)
	Nos.	%age	Nos.	%age	Nos.	%age	
<b>e-Voting</b>	49272981	99.85	71892	0.15	-	-	<b>49344873</b>

**Resolution 4: - Approval for appointment of Mr. Bijay Kumar Panda (DIN 07414015) as a Director of the Company**

Method of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes		Total valid votes cast (in Nos.)
	Nos.	%age	Nos.	%age	Nos.	%age	
<b>e-Voting</b>	49273357	99.85	71516	0.15	-	-	<b>49344873</b>

**Resolution 5: - Approval for enter into a contract/agreement with ITNL Toll Management Services Limited - a subsidiary of the Company**

Method of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes		Total valid votes cast (in Nos.)
	Nos.	%age	Nos.	%age	Nos.	%age	
<b>e-Voting</b>	49274331	99.85	71792	0.15	-	-	<b>49346123</b>

7. The details containing the list of equity shareholders who voted “**FOR**”, and “**AGAINST**” and those whose votes were declared invalid for the resolution and all other relevant records were sealed and handed over to the Company Secretary “**Mr. Gagan Singhal**” for safe keeping.

## **CONCLUSION:**

### **ORDINARY BUSINESS:**

**ITEM 1:** To receive, consider and adopt:

- i. the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2020 by way of **Ordinary Resolution**;
- ii. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2020 by way of **Ordinary Resolution**;  
together with the report of the Auditors’ thereon.

Since majority of votes cast by the members are in favor of resolution, therefore, the proposed **Ordinary Resolution** declared as “**passed with majority**”.

**ITEM 2:** To appoint a Director in place of Mr. Manish Kumar Agarwal (DIN 02885603), who retires by rotation and, being eligible, offers himself for re-appointment by way of **Ordinary Resolution**

Since majority of votes cast by the members are in favor of resolution, therefore, the proposed **Ordinary Resolution** declared as **passed with requisite majority**”.

### **SPECIAL BUSINESS:**

**ITEM 3 :** Approval for appointment of Mr. Kazim Raza Khan (DIN 05188955) as a Director of the Company by way of **Ordinary Resolution**

Since majority of votes cast by the members are in favor of resolution, therefore, the proposed **Ordinary Resolution** declared as “**passed with requisite majority**”.

**ITEM 4 :** Approval for appointment of Mr. Bijay Kumar Panda (DIN 07414015) as a Director of the Company by way of **Ordinary Resolution**

Since majority of votes cast by the members are in favor of resolution, therefore, the proposed **Ordinary Resolution** declared as “passed with requisite majority”.


**ITEM 5:** Approval for enter into a contract/agreement with ITNL Toll Management Services Limited – a subsidiary of the Company by way of **Ordinary Resolution**

Since majority of votes cast by the members are in favor of resolution, therefore, the proposed **Ordinary Resolution** declared as “passed with requisite majority”.

Thanking You,

Sincerely

**For Kumar Wadhwa & Company  
(Practicing Company Secretaries)**

SANJAY KUMAR  Digitally signed by  
SANJAY KUMAR  
Date: 2020.09.30  
13:01:50 +05'30'

**Sanjay Kumar  
(Managing Partner)  
M.NO: 9211  
COP No. - 7027  
UDIN: F009211B000807261  
Place: Delhi  
Date: 29<sup>th</sup> September, 2020**

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

**Gagan Singhal  
Company Secretary and Compliance Officer**