

To,
The Members
Noida Toll Bridge Company Limited
Toll Plaza, Mayur Vihar Link Road
Delhi -110091

Sub: Annual Secretarial Compliance Report

We have been engaged by Noida Toll Bridge Company Limited (CIN: L45101DL1996PLC315772) (hereinafter referred to as "the Company") whose Equity shares are listed on National Stock Exchange of India Limited and BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and to issue Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2019.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and Circulars/Guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and Circulars/ Guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in



manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed herewith.

**For GSK & Associates
(Company Secretaries)**



**Saket Sharma
Partner
(Membership No.: F4229)
(CP No.: 2565)**

Date: 30.05.2019

Place: Kanpur

Encl: Annual Secretarial Compliance Report

SECRETARIAL COMPLIANCE REPORT
PURSUANT TO REGULATION 24A OF SEBI LODR, REGULATIONS, 2015
FOR THE YEAR ENDED 31ST MARCH, 2019

To,
The Members
Noida Toll Bridge Company Limited
Toll Plaza, Mayur Vihar Link Road
Delhi -110091

We, GSK & Associates have examined:

- a) all the documents and records made available to us and explanation provided by *[Noida Toll Bridge Company Limited]* ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the period under review);**
- c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the period under review);**
- d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the period under review);**
- e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the Company during the period under review);**
- f) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the period under review);**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; as amended from time to time;
- i) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client and;



- j) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories Participants) Regulations, 2018
- k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009

and based on the above examination, We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/ Circulars/guidelines including specific clause)	Deviations	Observations/ Remarks
1.	Regulation 17, 18, 19, 20 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Listed Entity has no Independent Director and Woman Director as on 31.03.2019.	The Listed Entity is in default of complying with provisions relating to appointment of Independent Directors and Woman Director.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

- c) No action was required to be taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars)



under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

d) This being the first year, 'action taken by the company made in previous report is not applicable'.

**For GSK & Associates
(Company Secretaries)**



Saket Sharma

Partner

(Membership No.: F4229)

(CP No.: 2565)

Date: 30.05.2019

Place: Kanpur