



**Noida  
Toll Bridge Co. Ltd.**

**February 11, 2025**

**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

**The Manager**

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

**BSE Scrip Code: 532481**

**NSE Scrip Code: NOIDATOLL**

**Sub : Submission of Quarterly Integrated Filing (governance) for the quarter ended December 31, 2024**

**Dear Sir/ Madam,**

Pursuant to the Regulation 10(1A) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Quarterly Integrated Filing (Governance) for the Quarter ended on December 31, 2024, in the prescribed format.

The same is also being hosted on the Company's website [www.ntbcl.com](http://www.ntbcl.com).

This is for your information and records.

Thanking You  
For **Noida Toll Bridge Company Limited**

**GAGAN SINGHAL**  
Digitally signed by  
GAGAN SINGHAL  
Date: 2025.02.11  
16:22:30 +05'30'

**Gagan Singhal**  
**Company Secretary & Compliance Officer**

**Encl: a/a**

**INTEGRATED FILING (GOVERNANCE)**

**A. Compliance Report on Corporate Governance to be submitted by a listed entity on a quarterly basis**

1. Name of the Listed Entity: NOIDA TOLL BRIDGE COMPANY LIMITED
2. Quarter ending: 31-12-2024

<b>I. Composition of Board of Directors</b>												
<b>Title (Mr . / Ms)</b>	<b>Name of the Director</b>	<b>PAN<sup>s</sup> &amp; DIN</b>	<b>Category (Chairperson /Executive/Non-Executive/in dependent/ Nominee) &amp;</b>	<b>Initial Date of Appointment</b>	<b>Date of Re-appointment</b>	<b>Date of Cessation</b>	<b>Tenure*</b>	<b>Date of Birth</b>	<b>No. of directorship in listed entities including this listed entity  [with reference to Regulation 17A]</b>	<b>No. of Independent Directorship in listed entities including this listed entity  [with reference to proviso to regulation 17A(1)] &amp; reg. 17A(2)]</b>	<b>No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of the LODR Regulations)</b>	<b>No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of the LODR Regulations)</b>
Mr.	Nand Kishore	08267502	Non-Executive - Nominee Director	04-10-2022	NA	NA	NA	08-07-1958	3	0	6	3
Mr.	Manish Kumar Agarwal	02885603	Non-Executive - Nominee Director	04-12-2018	20-09-2019	25-12-2024	72.67 months	26-12-1966	0	0	0	0

Mr.	Kazim Raza Khan	05188955	Non-Executive - Nominee Director	24-07-2020	28-09-2020	NA	NA	09-11-1968	1	0	1	1
Mr.	Rakesh Chatterjee	00029365	Non-Executive - Non Independent Director	18-12-2020	28-09-2021	NA	NA	01-08-1971	1	0	2	1
Ms.	Jayashree Ramaswamy	02235205	Non-Executive - Nominee Director	05-10-2023	28-12-2023	NA	NA	14-03-1965	1	0	1	1
Mr.	Dheeraj Kumar	07046151	Executive - Nominee Director	30-08-2022	05-12-2022	NA	NA	07-09-1978	1	0	3	0
	Whether Regular chairperson appointed : Yes											
	Whether Chairperson is related to managing director or CEO : No											

	<p>\$PAN number of any director would not be displayed on the website of Stock Exchange</p> <p>&amp;Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen</p> <p>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p>
--	--

<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/ Nominee) &amp;</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	Yes	Ms. Jayashree Ramaswamy	Chairperson – Non Executive – Nominee Director	06-10-2023	NA
		Mr. Nand Kishore	Non Executive – Nominee Director	10-10-2022	NA
		Mr. Kazim Raza Khan	Non Executive – Nominee Director	27-12-2024	NA
		Mr. Dheeraj Kumar	Executive – Nominee Director	10-10-2022	NA
2. Nomination & Remuneration Committee	Yes	Mr. Kazim Raza Khan	Chairperson- Non Executive – Nominee Director	27-12-2024	NA
		Mr. Nand Kishore	Non Executive – Nominee Director	10-10-2022	NA
		Mr. Rakesh Chatterjee	Non Executive – Non Independent Director	27-12-2024	NA
3. Risk Management Committee (if applicable)	NA				
4. Stakeholders Relationship Committee	Yes	Mr. Rakesh Chatterjee	Chairperson - Non Executive – Non Independent Director	12-11-2021	NA
		Ms. Jayashree Ramaswamy	Non Executive – Nominee Director	27-12-2024	NA
		Mr. Kazim Raza Khan	Non Executive – Nominee Director	06-10-2023	NA

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

<b>III. Meeting of Board of Directors</b>					
<b>Date(s) of Meeting in the relevant quarter</b>	<b>Whether requirement of Quorum met*</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Date(s) of Meeting in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
				09-08-2024	NA
				23-08-2024	13
				25-09-2024	32
08-11-2024	Yes	6	0	-	43
27-12-2024	Yes	5	0	-	48
* to be filled in only for the current quarter meetings					

<b>IV. Meeting of Committees</b>						
<b>Name of the Committee</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)*</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days**</b>
<b>Audit Committee</b>	-				<b>09-08-2024</b>	<b>NA</b>
<b>Audit Committee</b>	-				<b>25-09-2024</b>	<b>46</b>
<b>Audit Committee</b>	<b>08-11-2024</b>	<b>Yes</b>	<b>4</b>	<b>0</b>	-	<b>43</b>
<b>Stakeholders Relationship Committee</b>					<b>09-08-2024</b>	<b>NA</b>
<b>Stakeholders Relationship Committee</b>					<b>25-09-2024</b>	<b>46</b>
* to be filled in only for the current quarter meetings						
** This information has to be mandatorily be given for audit committee and Risk Management Committee, for rest of the committees giving this information is optional						

#### **V. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : **No**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee : **No**
  - b. Nomination & remuneration committee : **No**
  - c. Stakeholders relationship committee : **No**
  - d. Risk management committee (applicable to the top 1000 listed entities, voluntary for entities ranked 1001 to 2000) : **NA**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.: **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **Yes**

**Name & Designation : Gagan Singhal**

**Company Secretary and Compliance Officer**

#### **Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by the listed entity and instead a statement “same as previous quarter” may be given.

**B. INVESTOR GRIEVANCE REDRESSAL REPORT**

<b>Investor Grievance Redressal Report</b>	
<b>No. of investor complaints pending at the beginning of Quarter</b>	0
<b>No. of investor complaints received during the Quarter</b>	22
<b>No. of investor complaints disposed off during the Quarter</b>	22
<b>No. of investor complaints those remaining unresolved at the end of the Quarter</b>	0

**C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES**

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

<b>S. No.</b>	<b>Name of the unlisted company in which shares or voting rights have been acquired</b>	<b>Date of acquisition</b>	<b>Aggregate holding (% shares or voting rights) as at the end of the previous quarter</b>	<b>% shares or voting rights acquired during the quarter</b>	<b>Aggregate holding (% shares or voting rights) as at the end of the quarter</b>
					NA

**D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY**

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

<b>S. No.</b>	<b>Name of the authority</b>	<b>Nature and details of the action(s) taken or order(s) passed</b>	<b>Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority</b>	<b>Details of the violation(s)/ contravention(s) committed or alleged to be committed</b>	<b>Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible</b>
NA					

**E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES**

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

<b>S. No.</b>	<b>Name of the opposing party</b>	<b>Date of initiation of the litigation / dispute</b>	<b>Status of the litigation / dispute as per last disclosure</b>	<b>Current status of the litigation / dispute</b>
	CIT (Appeals), Delhi	27-12-2019	Details written submissions were earlier filed on 23.08.2021.	Fresh notices dated 21.10.2024 and 09.12.2024 were received and responses to the said notices were duly filed on 12.11.2024 and 17.12.2024 respectively.
	CIT (Appeals), Delhi	27-12-2019	Details written submissions were earlier filed on 15.09.2021.	Fresh notices dated 21.10.2024 and 09.12.2024 were received and responses to the said notices were duly filed on 12.11.2024 and 17.12.2024 respectively.
	CIT (Appeals), Delhi	20-09-2021	A notice dated 04.04.2024 was issued by the CIT(A)/NFAC requiring the Company to furnish written submissions by 19.04.2024. In response the Company has submitted written reply on May 03, 2024 after seeking a short adjournment.	Replies to respective notices were filed on 13.09.2024 and 10.01.2025.
	Commissioner of Central Tax (Appeals) Noida	04-02-2020	The Company has filed a written reply to the Statement of Demand dated 04.02.2020.	The next date for personal hearing is yet to be notified.