



**Noida
Toll Bridge Co. Ltd.**

December 17, 2025

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

The Manager

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. 532481

Scrip Code No. NOIDA TOLL EQ

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of Postal Ballot

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 17, 2025 alongwith Explanatory Statement for seeking approval of the Members of the Company.

The Company has circulated the electronic copies of Postal Ballot Notice dated December 17, 2025 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 17, 2025 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 12, 2025 ("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 the services of National Securities Depository Limited (NSDL) for facilitating remote to enable the Members to cast their votes electronically. The remote e-voting on the resolution set out in the Postal Ballot Notice shall commence on Friday, December 19, 2025 at 9:00 a.m. (IST) and ends on Saturday, January 17, 2026 at 5:00 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.nsdl.com.

The result of Postal Ballot shall be declared on or before Monday, January 19, 2026 which will be placed on the website of the Company: www.ntbcl.com and on the website of National Securities Depository Limited (NSDL): www.evoting.nsdl.com. The results shall be simultaneously communicated to BSE & NSE.

Thanking You

For Noida Toll Bridge Company Limited

GAGAN

Digitally signed by

GAGAN SINGHAL

SINGHAL

Date: 2025.12.17

12:11:22 +05'30'

Gagan Singhal

Company Secretary & Compliance Officer

Encl: As above

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

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

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 (“THE ACT”) READ WITH RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE ACT (INCLUDING ANY STATUTORY MODIFICATION OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE), SECRETARIAL STANDARD ON GENERAL MEETINGS (“SS-2”) AND REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED (“SEBI LISTING REGULATIONS”).

Dear Shareholders,

NOTICE is hereby given to the Members of Noida Toll Bridge Company Limited (“the Company”), pursuant to the provisions of Sections 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 Circulars Nos. 14/2020 dated 8th April, 2020, read with General Circulars No.17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th December, 2021, No. 03/2022 dated 5th May, 2022, No. 11/2022 dated 28th December, 2022, No 09/2023 dated 25th September, 2023 and latest being No. 09/2024 dated 19th September, 2024 and other applicable circulars (**Collectively the “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 Resolutions as set out in this Notice is 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 to all the shareholders whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Cut-off date i.e. December 12, 2025 through email. Further, 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, are appended to this Postal Ballot Notice. The Board of Directors of the Company at their Board Meeting held on November 11, 2025, has appointed Mr. Sanjay Kumar, Company Secretary in Practice (FCS No. 9211 and CP No. 7027), as the Scrutinizer (hereinafter referred as the "Scrutinizer"), 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 to its Members to enable them to cast their votes electronically. 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.

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 by electronic mode, to those Members whose email addresses are registered with the Company/ Depositories, in accordance with the aforesaid MCA and SEBI Circulars. The Members holding equityshares 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 through the Remote e-Voting system. Eligible Member, whose e-mail address is not registered with the Company/Depositories, are also 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 Friday, December 19, 2025 and ends at 5:00 p.m. (IST) on Saturday, January 17, 2026. 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 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 Monday, January 19, 2026.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the Remote e-Voting process not later than 5:00 p.m. (IST) on Saturday, January 17, 2026. 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, Resolution 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, to pass with or without modification the following resolution:

1. REMUNERATION OF MR. DHEERAJ KUMAR (DIN: 07046151) AS WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR & CHIEF EXECUTIVE OFFICER:

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

“RESOLVED THAT in terms of provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the basis of the recommendations of the Nomination and Remuneration Committee and approved by the Board of Directors at their Meeting held on November 11, 2025, the approval of the members of the Company be and is hereby accorded for the payment of remuneration for Rs. 50.00 lakhs per annum plus applicable taxes, if any, and out of pocket expenses i.e. travel expenses and conveyances etc. to Mr. Dheeraj Kumar (DIN: 07046151), Whole-time Director designated as Executive Director & Chief Executive Officer of the Company, on such terms and conditions as may be agreed by the Board of Directors of the Company with effect from December 5, 2025.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter or vary the terms of appointment of the appointee including relating to remuneration, as it may at its sole discretion, deem fit, from time to time provided that the remuneration is in accordance with the provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby further authorized to do all such acts, deeds, matters and things, as it may in their absolute discretion consider necessary, expedient or desirable and to authorize one or more representatives of the Company to carry out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this Resolution.”

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

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 17, 2025
Delhi

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

NOTES:

1. The Explanatory Statements and reasons for the proposed Ordinary Resolution 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 Board of Directors of the Company has appointed Mr. Sanjay Kumar, Practicing Company Secretary, Membership No. 9211 (C P No. 7027), to act as the Scrutinizer, for conducting the Postal Ballot / e-voting process, in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent to all the members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company / Depositories as on close of working hours on Friday, December 12, 2025. For Members, who have not registered their e-mail IDs, can be follow the instructions given under Note No. 10.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Friday, December 12, 2025, 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.
5. 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.
6. 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.
7. All the material documents referred to in the Explanatory Statements, shall be available for inspection through electronic mode from Friday, December 19, 2025 to Saturday, January 17, 2026 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.
8. 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, December 12, 2025, being the cut-off date fixed for the purpose.
9. The voting period begins at 9.00 hours IST on Friday, December 19, 2025 and ends at 17.00 hours IST on Saturday, January 17, 2026. The e-voting module shall be disabled by National Securities Depository Limited for voting thereafter.
10. 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.

11. 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 or before Monday, January 19, 2026 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 Saturday, January 17, 2026, being the last date specified by the Company for e-voting.
12. 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/>.
13. 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
Individual members holding securities in demat mode with NSDL.	<p>Users registered for NSDL IDeAS facility:</p> <p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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</p>

	<p>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.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.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.nsdl.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 data-bbox="751 1317 1251 1630"> <p>NSDL Mobile App is available on</p> <div>  App Store  Google Play </div> <div>   </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> <ol style="list-style-type: none"> The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or; https://www.cdslindia.com and click on New System Myeasi <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 Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Visit the e-Voting website of CDSL 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>
Individual members (holding securities in demat mode) login through their depository participants	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.

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
Individual members 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 at 022 - 4886 7000
Individual members 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 contact at toll free no. 1800 22 55 33

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:

- 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.
- 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, 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.
- 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:
- 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.
 - 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:
- 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.
 - [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 etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - Now, you will have to click on "Login" button.
 - 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) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ntbcl@ntbcl.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- b) 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.
- c) 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 : 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.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 (I) 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 17, 2025
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

On the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on September 25, 2024 re-appointed Mr. Dheeraj Kumar as Whole Time Director designated as Executive Director & Chief Executive Officer of the Company for a period of three years with effect from December 5, 2024 till December 4, 2027 at a remuneration of Rs. 38.16 lakhs per annum on such terms and conditions as may be agreed by the Board of Directors, with the approval of Shareholders through Postal Ballot.

Mr. Dheeraj Kumar as whole Time Director designated as Executive Director & CEO 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, perform such duties and exercise such powers including but not limited to look after the day-to-day business affair of the Company and handle all matters of the Company including main revenue related contracts, cost including O&M activities, ongoing litigation and arbitration matters pending before various forum, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company. He is also a member of Audit Committee of Directors of the Company.

Further, on the recommendation of Nomination and Remuneration Committee, the Board of Directors after discussion the several aspects - including the growth achieved in last two years; Challenges faced by the Company in view of SC judgements; Competitive Role, Deliverable and Compensation benchmarks in the industry; Continuity and Complexity of engagement with stakeholders, agencies and policy makers; overall IL&FS resolution framework; past compensation reviews and meeting future strategic objective of the Company, at their Meeting held on November 11, 2025 approved the remuneration payable of Rs. 50.00 lacs plus applicable taxes and out of pocket expenses like travel expenses and conveyances etc. to Mr. Dheeraj Kumar (DIN: 07046151), Whole-time Director designated as Executive Director & Chief Executive Officer of the Company with effect from December 5, 2025 on such terms and conditions as may be agreed by the Board of Directors of the Company.

In compliance with the provisions of the Act, the remuneration payable to Mr. Dheeraj Kumar as Whole Time Director designated as Executive Director & Chief Executive Officer is now being placed before the Members for their approval by Ordinary Resolution(s).

The terms and conditions of re-appointment of Mr. Dheeraj Kumar is same as before and 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 is given below:

Mr. Dheeraj Kumar is a seasoned Project and Corporate Finance Professional, with a proven track record of success spanning over two decades in the end-to-end Corporate/Project finance/M&A and Resolution requirement across wide infrastructure spectrum. He holds a degree in Economics and Finance with Professional experience covering various facets of Project Development and Infrastructure Finance from conceptualisation to closure stage and resolution thereon.

He has a diversified experience in Business Planning & Development and towards Implementation of strategic objectives and has been responsible for managing the Finance, Treasury, Fund raising, and legal function across various Companies. 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 Companies including leading its Resolution Process. His previous association was with IBM where he was associated with its Nordics Business group and with Spatial Decisions where he was lead with its Government Infrastructure Business group.

The Board recommends the Resolution at item No. 1 of this Notice for approval of the Members. Mr. Dheeraj Kumar 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.

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 17, 2025
Delhi

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