



**Noida
Toll Bridge Co. Ltd.**

October 13, 2016

General Manager

Corporate Relations Department - CODE NOS. 532481
The Stock Exchange, Mumbai
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai – 400 001

Mr. K Hari

Listing Department - NOIDA TOLL EQ
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051

Re: Copy of the Minutes of Annual General Meeting as per Listing Regulations

Dear Sirs,

Attached please find a signed copy of the Minutes of the Annual General Meeting of the Company held on September 26, 2016 along with the approved Amendments to the Articles of Association.

Sincerely

**Pooja Agarwal
Company Secretary**

**Minutes of the Twentieth Annual General Meeting of Noida Toll Bridge Company Ltd.
held on Monday, September 26, 2016, from 10:30 am to 11:00 am at The Toll Plaza,
DND Flyway, Noida – 201 301, Uttar Pradesh**

Directors Present:

Mr. R.K. Bhargava : Chairman of the Board, Audit Committee and Stakeholders Relationship Committee
Dr. Sanat Kaul : Chairman of the Nomination & Remuneration Committee
Mr. Deepak Premnarayan : Director
Mr. Arun Saha : Director
Mr. Harish Mathur : Executive Director & Chief Executive Officer
Ms. Monisha Macedo : Whole Time Director

Also Present:

Mr. Rajiv Jain : Chief Financial Officer
Ms. Pooja Agarwal : Company Secretary
Mr. Akhilesh Gupta : Senior Partner, Luthra & Luthra, Statutory Auditor
Mr. Naresh Agarwal : Partner, Luthra & Luthra, Statutory Auditor
Mr. Saket Sharma : Secretarial Auditor

99 members present in person
1 persons present as authorized representative
1 member present in proxy, representing 3,86,394 shares

(1) Chairman of the Meeting

Mr. R.K. Bhargava, Chairman of the Board of Directors, took the Chair.

(2) Quorum

The Chairman welcomed the members to the Annual General Meeting of the Company and announced that since the Quorum for the meeting was present, the formal proceedings of the meeting could commence.

The Chairman informed the members, that Mr. K. Ramchand could not attend the AGM, due to unavoidable circumstances.

(3) Notice of the Annual General Meeting and Directors' Report

With the permission of the members, the Notice convening the meeting and the Directors' Report, having already been circulated to the shareholders, were taken as read.

(4) Auditors' Report

The Chairman requested Ms. Pooja Agarwal, Company Secretary, to read the Auditors' Report. Ms. Pooja Agarwal read the Auditors' Report to the members.

It was noted that there were no qualifications, observations or comments in the financial statements or matters which had any adverse effect on the functioning of the Company. There was however a "Matter of Emphasis" as stated in the Auditor's Report.

CHAIRMAN'S
INITIALS



(5) Address to the Shareholders

Mr. R. K. Bhargava, Chairman, appraised the shareholders on the traffic growth as well as operations of the facility. The shareholders were briefed on the technology upgrade which had been successfully completed during F.Y. 2015-16 and had enabled faster processing of vehicles at the toll plaza.

The shareholders were also updated on the green initiative undertaken/being undertaken by the Company: (i), Replacing Sodium Vapour Lamps in the Street Lights with the more energy efficient and longer lasting LED lamps, simultaneously also increasing lux levels considerably. (ii) In the pipeline, generation of solar energy for captive use

The shareholders were informed that some local people allied with political parties, had been demonstrating on the facility to make DND toll free, which had become a regular phenomenon and lead to a continuous disruption of operations. The Company had filed a Civil Suit against the parties responsible for the last demonstration conducted on the facility, for revenue losses incurred.

The shareholders were informed about the various CSR initiatives undertaken by the Company especially the Government school in Noida, with 1,300 children which had been adopted with the primary objective of improving learning levels, hygiene and health of the children. The Company had constructed toilet blocks and clean drinking water units in the school and the school was recently adjudged the second best elementary school in Gautam Budh Nagar, Noida, for cleanliness, school hygiene and upkeep of the building premises. The Company was also running a Mobile Medical Unit for providing primary health care and free medicines to the underprivileged population of Noida and surrounding areas. Treatment of children with clubfeet had also been undertaken as well as skilling of unemployed youth.

A number of shareholders participated in the proceedings. The queries raised by the shareholders inter alias included the future plans of the Company, amendment to the Concession Agreement and status of the PIL in Allahabad High Court.

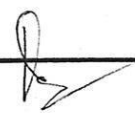
The Shareholders were informed that the E-voting facility had been provided to the members. E-voting was open from September 22, 2016 to September 25, 2016. They were informed that Mr. Saket Sharma had been appointed as Scrutinizer to scrutinize the process of e-voting in a fair and transparent manner. Mr. Saket Sharma would be submitting his report on e-voting to the Chairman on September 27, 2016.

The Shareholders were requested to note that the Statutory Registers of the Company, the Auditors' Report, Secretarial Auditor's Report, and other Statutory Records as prescribed under the Act, were available for inspection by the Members of the Company.

The Chairman thereafter ordered for voting by poll and requested the shareholders who had not cast their vote via e-voting, to cast their vote using the ballot paper which was distributed under the supervision of Mr. Saket Sharma.

The poll was then conducted and concluded.

The shareholders were informed that once the ballots were counted and results of e-voting were received, the scrutinizers report on the voting of each resolution will be announced through the websites of the Stock Exchanges and the Company, at 5:00 pm on September 27, 2016

CHAIRMAN'S INITIALS	
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As per the results, the following resolutions were passed with requisite majority as detailed hereunder.

(6) Adoption of Accounts (Ordinary Resolution)

The following resolution was proposed by Ms. T.M. Sindhu and seconded by Mr. Rajiv Jain

“RESOLVED THAT the Profit & Loss Account for the financial year ended March 31, 2016 and the Balance Sheet as on that date and the Directors’ Report and the Auditors’ Report thereon, be and are hereby received and adopted.”

The resolution was put to vote through Ballot and remote E-voting. As per the consolidated report of the Scrutinizer, the resolution was approved by requisite majority.

(7) Declaration of Dividend (Ordinary Resolution)

The following resolution was proposed by Mr. Surjit Singh Alagh and seconded by Mr. Vimal Jain

“RESOLVED THAT payment of a Final Dividend of 30% for the Financial Year 2015- 2016 (Rs.3/- per share of Rs.10 each) including Interim Dividend @ 15% already paid, on 18,61,95,002 Equity Shares of Rs. 10/- each, fully paid up, be and is hereby approved.”

The resolution was put to vote through Ballot and remote E-voting. As per the consolidated report of the Scrutinizer, the resolution was approved by the requisite majority.

(8) Re-appointment of Mr. Arun K Saha (Ordinary Resolution)

The following resolution was proposed by Ms. Pooja Agarwal and seconded by Mr. Rajiv Jain

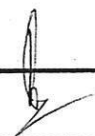
“RESOLVED THAT Mr. Arun K Saha (DIN No.00002377) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company.”

The resolution was put to vote through Ballot and remote E-voting. As per the consolidated report of the Scrutinizer, the resolution was approved by the requisite majority.

(9) Re-appointment of Statutory Auditors (Ordinary Resolution)

The following resolution was proposed by Ms. Pooja Agarwal and seconded by Mr. Rajiv Jain

“RESOLVED THAT pursuant to Section 139(2), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under as amended from time to time, the appointment of M/s Luthra & Luthra, Chartered Accountants, (Registration no. 002081N), who were appointed as Statutory Auditors of the Company till the conclusion of the 21st Annual General Meeting, be and is hereby ratified, to enable them to continue as Statutory Auditors of the Company till the conclusion of the Annual General Meeting to be held in Financial Year 2017-2018, at a remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

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The resolution was put to vote through Ballot and remote E-voting. As per the consolidated report of the Scrutinizer, the resolution was approved by requisite majority.

(10) Adoption of New Articles of Association (Special Resolution)

The following resolution was proposed by Ms. T.M. Sindhu and seconded by Ms. Pooja Agarwal

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

The resolution was put to vote through Ballot and remote E-voting. As per the consolidated report of the Scrutinizer, the resolution was approved by requisite majority.

(11) Cost Auditor's Remuneration for FY 2016- 17 (Ordinary Resolution)

The following resolution was proposed by Mr. Rajiv Jain and seconded by Ms. Pooja Agarwal

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactments thereof), Mr. Vijaykumar C Solanki (Membership Number 29520), Partner, Chivilkar Solanki & Associates (Firm Registration No. 000468), Cost Accountant, appointed by the Board of Directors as Cost Auditor of the Company for the financial year 2016-17, be paid a remuneration of Rs. 1,00,000/- per annum, exclusive of taxes and out of pocket expenses, incurred by him in connection with the aforesaid audit.”

The resolution was put to vote through Ballot and remote E-voting. As per the consolidated report of the Scrutinizer, the resolution was approved by requisite majority.

(13) Vote of Thanks

As there was no other business to be transacted, the meeting ended with a vote of thanks to the Chair.

CHAIRMAN

U. Bhargava
7/10/2016

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