

NOIDA TOLL BRIDGE COMPANY LIMITED

CIN : L45101UP1996PLC019759

Registered Office : Toll Plaza, DND Flyway, Noida - 201 301, Uttar Pradesh

Website: www.ntbcl.com, Email : ntbc@ntbcl.com

Ph : 0120 - 2516380 / 2516447 / 2516456, Fax : 0120 2516440

**NOTICE OF 19TH ANNUAL GENERAL MEETING.
BOOK CLOSURE AND E-VOTING****A) ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 19th Annual General Meeting (AGM) of the Members of the Company will be held on Tuesday, September 29, 2015 at 10:30 am, at the Toll Plaza, DND Flyway, Noida 201 301, to transact the business as set out in the Notice of the AGM.

The Company has on September 3, 2015, completed the dispatch of the Communication relating to remote e-voting inter-alia containing User ID and Password along with a copy of the Notice convening the meeting of the Members, whose names have appeared in the Register of Members, either by email to the email IDs registered with the Company/ Registrar & Share Transfer Agents (RTA) / Depository Participant(s), as the case may be or by post at the address registered with the Company/ RTA. The Notice of the Meeting and related documents have been displayed on the Company's website www.ntbcl.com.

B) BOOK CLOSURE

Notice is further given pursuant to Section 91 of the Companies Act, 2013, read with Rule 20 of the (Companies Management and Administration) Rules, 2014 and Clause 16 of the Listing Agreement, that the Register of Members & Share Transfer Books of the Company will remain closed from Wednesday, September 23, 2015 to Tuesday, September 29, 2015 (both days inclusive) for the purpose of 19th AGM of the Company and payment of final dividend subject to approval of the shareholders at the AGM.

C) E-VOTING

In compliance with the provisions of Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is providing its members the facility of "remote e-voting" (e-voting from a place other than the venue of the AGM), to enable them to cast their votes for the business to be transacted at the 19th AGM. The Company has engaged the services of Karvy Computershare Private Limited for facilitating e-voting, to enable all its members to cast their vote electronically. All the members are informed that:

1. The business as set out in the Notice of AGM may be transacted through voting by electronic means.
2. The remote e-voting period commences on Friday, September 25, 2015 (9:00 a.m. IST) to Monday, September 28, 2015 (5:00 p.m. IST). The remote e-voting module shall be disabled by Karvy Computershare Private Limited thereafter.
3. Members of the Company, holding shares either in physical form or in dematerialized form or whose name appears in the Register of Beneficial Owners, as on the cut-off date i.e. Tuesday, 22nd September, 2015, only, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
4. Those persons, who have acquired shares and have become Member of the Company after dispatch of the Notice of the AGM and whose names appear in the Register of Members or Register of beneficial holders as on the cut-off date i.e. 22nd September, 2015 may obtain the user ID and password by sending a request to the Company's Registrar & Share Transfer Agents at einward.ris@karvy.com or contact Karvy at : Ph. 040 67161530. The detailed procedure for obtaining User ID and password is also given in the Notice of the 19th AGM which is available on Company's website and on the website of Karvy Computershare Private Limited. If the member is already registered with Karvy Computershare Private Limited for e-voting then he can use his existing user ID and password for casting the vote through remote e-voting.
5. The facility for voting, through ballot paper shall be made available at the venue of the AGM.
6. The Members who have already cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the AGM.
7. The Notice of the AGM is available at Company's website www.ntbcl.com and also on the website of Karvy Computershare Private Limited viz: <https://evoting.karvy.com>.
8. In case of any queries on issues regarding e-voting, you may refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at <https://evoting.karvy.com> under the help section or contact Mr. B. Srinivas, Deputy Manager, Karvy Computershare Private Limited, Karvy, Selenium Tower B, Plot No. 31 & 32 Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 at the Toll Free Number : 18003454001 or land line number : 040 67161530 or write an email to the RTA at einward.ris@karvy.com or to the Company at ntbc@ntbcl.com

By order of the Board
For Noida Toll Bridge Company Limited
Pooja Agarwal

Date : September 4, 2015
Place : Noida

Company Secretary
Membership No. ACS 15499