

NOTICE

Dear Member,

NOTICE is hereby given that the Twentieth Annual General Meeting of Noida Toll Bridge Company Ltd. will be held on Monday, September 26, 2016 at 10:30 am at the Toll Plaza, DND Flyway, Noida - 201 301, Uttar Pradesh, (route map of the venue is attached) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2016, including the audited Balance Sheet as at March 31, 2016 and the Profit and Loss Account for the year ended as on that date and the Reports of the Board of Directors and Auditors thereon.

2. To declare the final dividend and confirm the interim dividend on Equity Shares.

The Board has recommended a dividend of 30% on the paid up Equity Share Capital of the Company for the year ended March 31, 2016, which includes interim dividend of 15% already paid in the month of March 2016.

3. To appoint a Director in place of Mr. Arun K Saha (DIN 00002377), who retires by rotation and being eligible offers himself for re-appointment.

4. To ratify the appointment of the Auditors of the Company and authorise the Board of Directors to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139(2), 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder 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.”

Special Business

5. To adopt new Articles of Association of the Company in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass the following resolution, with or without modification(s) as a Special Resolution:

“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 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.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Approval of Cost Auditor's remuneration for FY 2016- 17 and in this regard to consider and if thought fit, to pass the following resolution, with or without modification(s) as an Ordinary Resolution:

“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, Chivikar 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.”

By order of the Board

For NOIDA TOLL BRIDGE COMPANY LTD.

Pooja Agarwal
Company Secretary

Registered Office
Noida Toll Bridge Company Limited
CIN- L45101UP1996PLC019759
DND Flyway
Opp. Sector 15-A,
Noida 201301, Uttar Pradesh

Date : July 29, 2016

NOTES

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company.

2. The instrument appointing the proxy in order to be effective, must be received at the Registered Office of the Company at any time but not less than 48 hours before the time of the Meeting. A proxy form is enclosed.

Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by an appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization.

Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send a certified copy of board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members/proxies should bring duly filled Attendance Slips sent herewith, to attend the meeting.
4. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company, will be entitled to vote.
5. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification for attendance at the meeting.
6. Please bring your copy of the Annual Report to the Meeting.
7. Members who may require information/clarifications with respect to the contents of the Annual Report, are requested to write to the Company at least one week prior to the Annual General Meeting so that the required information can be made available at the Meeting.
8. The Register of Members and Share Transfer Books shall remain closed from September 23, 2016 to September 26, 2016 both days inclusive.
9. Subject to the provisions of Section 126 of the Companies Act, 2013, the final dividend as recommended by the Board of Directors, if approved by the Shareholders at this 20th Annual General Meeting, will be paid on October 21, 2016, to those members whose names appear on the Register of Members as on September 22, 2016.
10. Members whose shareholding is in the electronic mode are requested to intimate change of address and change in bank mandate, if any, to their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
11. Pursuant to the Green Initiative of the Ministry of Corporate Affairs (MCA), Government of India the Company has sent the Annual Report along with the Notices to email addresses registered with your depositories unless any member has requested for a physical copy of the same.
12. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice. Relevant details required under 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standards (on General Meetings), in respect of Directors seeking re- appointment at the Annual General Meeting are also annexed.
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 am to 5 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
14. Voting through Electronic Means
 - (1) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members with the facility to exercise their right to vote on resolutions proposed to be considered at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through E-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy Computershare Pvt. Ltd.
 - (2) Members are provided with the facility for voting either through ballot or polling paper at the AGM and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form are eligible to exercise their right to vote at the meeting.
 - (3) Members who have cast their vote by remote e-voting prior to the AGM are also entitled to attend the meeting but shall not be entitled to cast their vote again.
 - (4) The instructions for E-Voting are as under:-
 - a. To use the following URL for E-Voting :

From Karvy website : <https://evoting.karvy.com>
 - b. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cutoff date i.e. September 19, 2016, may cast their vote electronically.

- c. Enter the login credential [i.e, user ID and password] mentioned in the Attendance Slip/via e-voting mail forwarded through the electronic notice.
 - d. After entering the details appropriately, click on LOGIN
 - e. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (e-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile no., email etc on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. You need to login again with the new credentials.
 - g. On successful login, the system will prompt you to select the EVENT i.e. NOIDA TOLL BRIDGE COMPANY LIMITED (the number is provided in the Attendance Slip/via e-voting mail forwarded through the electronic notice). However, if you are already registered with Karvy for e-voting, you can use your existing user id and password for casting your vote.
 - h. Home page of remote e-voting opens. Click on remote e-voting.
 - i. On the voting page, enter the number of shares as on the cutoff date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR / AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
 - j. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folio / demat account.
 - k. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote.
 - l. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
 - m. The remote e-voting period commences on September 22, 2016 (09.00 am) and ends on September 25, 2016 (05.00 pm). During the period shareholders of the Company holding shares either in physical form or dematerialized form, as on the cutoff date of September 19, 2016 may cast their vote by remote e-voting. The remote e-voting module will be disabled on September 25, 2016 at 05.00 pm.
 - n. Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send the scanned copy (PDF format) of the relevant Board Resolution/Authority letter etc together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through email to saketfcs@gmail.com with a copy to evoting@karvy.com
- (5) In case a member receives a physical copy of the notice of the AGM (applicable to members whose email ids are not registered with the Company/ Depository Participant (s) or have requested for physical copy)
 - a. Enter the login credential (please refer to the user id and initial password mentioned in the attendance slip of the AGM)
 - b. Please follow all steps from Sl. No. 1 (a) to (m) above, to cast vote.
 - (6) In case a person has become a Member of the Company after the AGM Notice but on or before the cut-off date for E-voting i.e. September 19, 2016, he/she may obtain the user ID and password in the manner as mentioned below:
 - a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.

Example for NSDL:
MYEPWD<space>IN12345612345678

Example for CDSL:
MYEPWD<space>1402345612345678

Example for Physical:
MYEPWD<space>XXXX1234567890
 - b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID,

then on the home page of <http://evoting.karvy.com>. the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

(7) Other Instructions:

- a. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> (karvy website) or contact B Srinivas (Unit: Noida Toll Bridge Company Limited) of Karvy Computershare Private Limited. Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 or at evoting@karvy.com or phone no. 040-6716 2222 or call Karvy's toll free no. 1800 345 4001 for any further clarification.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of September 19, 2016.
- d. Mr. Saket Sharma, FCS (Membership No. 4229) Partner of GSK & Associates, Company Secretaries, has been appointed as a Scrutinizer to scrutinize the voting and remote e-voting process including ballot form received from the members who do not have an access to e-voting, in a fair and transparent manner.
- e. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, Ballot Paper or Polling Paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- f. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and, thereafter, unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and shall make, not later than three days from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the

Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- g. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.ntbcl.com and on the website of Karvy Computershare Pvt. Ltd. immediately after the declaration of the result by the Chairman or a person authorized by him in writing and communicated to the respective Stock Exchanges.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, REGULATION 36 OF THE LISTING REGULATIONS AND APPLICABLE CLAUSES OF SECRETARIAL STANDARDS (ON GENERAL MEETINGS)

Item No. 3

Mr. Arun K Saha is due to retire by rotation and being eligible offers himself for re-appointment.

Mr. Arun K Saha (63 yrs) is Joint Managing Director and Chief Executive Officer of Infrastructure Leasing & Financial Services Limited. He has over 37 yrs of overall work experience spanning various industries and has been with IL&FS since its inception in 1988. Mr. Saha holds numerous Board and Committee positions and is also a Member of the Board of Trustees of Dignity Foundation – a charitable organization for aiding senior citizens. Mr. Saha is a Chartered Accountant and a Company Secretary by profession and has completed the Advanced Management Programme from the Wharton Business School, University of Pennsylvania.

Mr. Saha is a Director of the Company since May 21, 2005. He currently holds Nil shares of Noida Toll Bridge Company Limited.

Mr. Saha attended Eight Board Meetings of the Company, during the year under review. Details regarding the sitting fees paid to Mr. Saha for attending Board/Committee meetings, during the Financial Year ended March 31, 2016 are provided in the Corporate Governance Report.

The resolution is proposed for your approval. Mr. Arun K Saha may be deemed to be concerned or interested in the passing of the resolution appointing himself. None of the other Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP are concerned or interested in the passing of this resolution.

Directorships held in other companies (Excluding foreign companies)

Mr. Arun Saha is a Joint Managing Director & CEO - Infrastructure Leasing & Financial Services Limited, Executive Chairman – IL&FS Securities Services Limited, Non-Executive Chairman

-Hill County Properties Limited, Non Executive Chairman - IL&FS AMC Trustee Limited, Director of IL&FS Energy Development Company Limited, IL&FS Financial Services Limited, IL&FS Transportation Networks Limited, IL&FS Township & Urban Assets Limited and ISSL Market Services Limited.

Memberships/ Chairmanships of Committees of other companies (including only Audit Committee and Shareholders / Investors Grievance Committee)

IL & FS Transportation Networks Limited – Chairman of Stakeholder Relationship Committee and Member of Audit Committee, IL& FS Financial Services Limited – Chairman of Stakeholder Relationship Committee and Member of Audit Committee, Hill County Properties Limited – Member of Audit Committee, IL & FS AMC Trustee Limited – Member of Audit Committee.

Item No. 5

The existing Articles of Association (“AOA”) of the Company were based on the Companies Act, 1956 and several clauses / regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force, therefore, it is considered prudent and desirable to adopt a new set of Articles of Association of the Company conforming to the provisions of the Companies Act, 2013 and rules made thereof.

The Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013.

Accordingly, pursuant to the provisions of Section 13 & 14 of the Companies Act, 2013, the consent of the Members is being sought by way of special resolution for adopting a new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing AOA of the Company.

The entire set of proposed Articles of Association is available in the website of the company.

The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the Registered Office of the Company.

None of the Promoters, Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, in above referred resolution.

The Board of Directors recommends the resolution set forth in Item No. 5 for the approval of the Members as a special resolution.

Item No. 6

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be approved by the Members of the Company. Accordingly, the members are requested to approve the remuneration payable to the Cost Auditor for the financial year 2016-17 as set out in Resolution No. 6 of the Notice.

The Directors of the Company re-commend the resolution for approval by the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, in the passing of this resolution.

All the relevant documents in respect of the accompanying Notice are open for inspection at the Company's Registered office on all days (except on Saturday and Sunday), between 11.00 AM and 5.00 PM up to the date of the Meeting and shall also be available at the venue of the Meeting.

By order of the Board

For NOIDA TOLL BRIDGE COMPANY LTD.

Pooja Agarwal
Company Secretary

Registered Office
Noida Toll Bridge Company Limited
CIN- L45101UP1996PLC019759
DND Flyway
Opp. Sector 15-A,
Noida 201301, Uttar Pradesh

Date : July 29, 2016