



**Noida
Toll Bridge Co. Ltd.**

January 13, 2017

General Manager

Corporate Relations Department - CODE NO. 532481
Bombay Stock Exchange Limited
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 : Disclosure of Voting Results of Postal Ballot /e-Voting on Shift in
Registered Office of the Company from Uttar Pradesh to the NCT of Delhi**

Dear Sirs,

This has reference to our letter dated December 12, 2016 enclosing the Postal Ballot Notice along with explanatory statement seeking the consent of the members by way of Special Resolution through postal ballot/e-voting on the resolution as set out in the said notice.

In connection with the above and pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to inform you that the resolution as set out in the postal ballot notice has been passed by the members of the Company with requisite majority.

In this regard, please find enclosed a copy of the postal ballot results and scrutinizer's report.

Kindly take the document on record.

Sincerely

**Pooja Agarwal
Company Secretary**

SCRUTINIZER'S
REPORT
OF
NOIDA TOLL BRIDGE
COMPANY LIMITED

GSK & ASSOCIATES

Company Secretaries

REPORT OF SCRUTINIZER [POSTAL BALLOT]

[Pursuant to Section 110 of Companies Act, 2013 and rule 22(9) of the Companies (Management and Administration) Rule, 2014 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable]

To
The Chairman
Noida Toll Bridge Company Limited
DND Flyway Toll Plaza
Noida-201301

Reg: Postal Ballot and e-voting results regarding shifting of registered office of the Company from the State of Uttar Pradesh to National Capital Territory of Delhi

Dear Sir,

I, Saket Sharma, Partner – GSK & Associates, Company Secretaries, appointed as Scrutinizer of Noida Toll Bridge Company Limited for the purpose of scrutinizing the e-voting and postal ballot in a fair and transparent manner and ascertaining the requisite majority on voting carried out, submit my report as under:

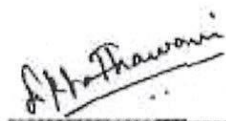
1. The Voting period for postal ballot remained open from 12th day of December, 2016 to 11th January, 2017 and e-voting period for the same remained open from 12th day of December, 2016 (09.00 am) to 11th January, 2017 (05:00 pm).
2. The shareholders holding shares either in physical form or in dematerialised form as on the "cut-off" date, i.e. 2nd December, 2016 were entitled to cast their vote by means of postal ballot or electronic voting (e-voting) on the proposed resolution as mentioned in the Postal Ballot Notice of the Company.
3. The physical postal ballots were received through self-addressed business reply envelopes.



14 Ratan Mahal, 15/197, Civil Lines, Kanpur-208 001
Y-65 Ground Floor, Hauz Khas, New Delhi-110 016
E-mail: cssaket.associates@gmail.com

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from e-voting website of Karvy Computershare Private Limited (<https://www.evoting.karvy.com>).
5. The votes cast through e-voting were unblocked on 11th January, 2017 at around 5:25 p.m in the presence of two witnesses, namely Ekta Thawani r/o 109/185 B, Jawahar Nagar, Kanpur - 208012 and Upasana Mishra r/o H. No.73, Gandhi Nagar, Unnao who are not in the employment of Noida Toll Bridge Company Limited.

They have signed below in confirmation of the votes being unblocked in their presence.


 (Ekta Thawani)


 (Upasana Mishra)

6. The result of the postal ballot and e-voting are as under:

Resolution:

Shifting of Registered Office of the Company from Noida, in the State of Uttar Pradesh to New Delhi, in the National Capital Territory of Delhi and consequent amendments to the Memorandum of Association of the Company.

E-voting:

- (i) Voted in favour of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
84	7218814	99.974

- (ii) Voted against the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
6	1861	0.026



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	6

Postal Ballot:

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
10	49676662	99.9996

(ii) Voted against the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
1	200	0.0004

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Consolidated Result:

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	7218814	1861	6	—
Postal Ballot	49676662	200	0	—
Total	56895476	2061	6	99.996

7. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.



8. The postal ballot and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you

Yours faithfully

For GSK & Associates
Company Secretaries



Saket Sharma
(Partner)

M. No.: F4229

C. P. No.: 2565

Date: 11.01.2017

Place: Noida

POSTAL BALLOT WORKING

Resolution for Shifting of Registered Office of the Company from Noida, in the State of Uttar Pradesh to New Delhi, in the National Capital Territory of Delhi and consequent amendments to the Memorandum of Association of the Company

FOLIO/CLIENT ID	NAME	Joint Holder	VOTES	VOTES IN FAVOUR	VOTES AGAINST	VOTES INVALID	VOTES ABSTAIN
IN30154938937377	PRADEEP PURI	VARINDER PURI	423610	423610	0	0	0
IN30009511247882	T. M. SINDHU		1500	1500	0	0	0
IN30009510487179	MONISHA MACEDO		31000	31000	0	0	0
IN30012610061482	RAJ KUMAR BHARGAVA		77345	77345	0	0	0
IN30012610846159	POOJA AGARWAL		6500	6500	0	0	0
IN30209210029585	CHAITALI BASU		300	300	0	0	0
NFO004563	SHER PARTAP SINGH SHRIKENT	KUSUM SHRIKENT	700	700	0	0	0
INE781B0101511373165	IL AND FS TRANSPORTATION NETWORKS LTD		49095007	49095007	0	0	0
IN30009510611837	K RAMCHAND		40000	40000	0	0	0
IN30154953168455	LTCOL SAIKRISHNA		700	700	0	0	0
1201890200027834	AWTAR SINGH		200	0	200	0	0
TOTAL			49676862	49676662	200	0	0



E-VOTING

Resolution for Shifting of Registered Office of the Company from Noida, in the State of Uttar Pradesh to New Delhi, in the National Capital Territory of Delhi and consequent amendments to the Memorandum of Association of the Company

Dpid	Holder Folio	Holder	Second	Votes in Favour	Votes Against	Votes Abstained	Votes Invalid
IN300118	10449827	PRABEEN KUMAR		1	0	0	0
41400	1304140001647317	LOKESH GUPTA	RAJNI GUPTA	1	0	0	0
47200	1204720000024249	DURGESH KUMAR PATHAK		800	0	0	0
IN300118	10131690	VIMAL JAIN		2	0	0	0
IN302236	10285803	TARUN JAIN		1000	0	0	0
IN300556	10017614	JITENDRA SINGH SINHA		500	0	0	0
IN301151	22311632	SANJAY PRATAP VIKRAM		350	0	0	0
33200	1203320001298867	KIRTIKUMAR JIVANLAL KANSARA		500	0	0	0
IN300812	10000019	GENERAL INSURANCE CORPORATION OF INDIA		2000000	0	0	0
33300	1203330000634501	KESHAV PURUSHOTTAM GODBOLE		2	0	0	0
IN300327	10000045	LAKSHMENDRA KRL AGARWAL		425000	0	0	0
IN300327	10000115	VIKASH AGARWAL		586700	0	0	0
IN300327	10011596	UMA SHANKAR AGARWAL		78006	0	0	0
IN302951	20085048	TUNEER BANERJEE		100	0	0	0
47200	12047200008621642	SUKALPA ROY		500	0	0	0
29800	1202980000299802	ZACHARIA MATHEWS		300	0	0	0
IN301151	26900822	MOHAMMED MANSOOR ALI		1929	0	0	0
IN300394	14752520	PARMOD KUMAR JAIN		101	0	0	0
IN302269	10917849	SANDEEP PATHAK		0	11	0	0
	2886NFD001949	HARJIT SINGH	GURDEEP KAUR	700	0	0	0
IN300394	18688451	KISHAN TIWARI		20	0	0	0
IN300484	23500065	ASHISH RAMESH PARULEKAR		150	0	0	0
10900	1201090006491021	SUMIT KUMAR		400	0	0	0
IN300513	22596924	DHANWANTER SAHU		50	0	0	0
81600	1208160000514250	GOPAL AGARWAL		1	0	0	0
IN302902	42078547	AMIT GROVER		200	0	0	0
IN300484	14254945	MAKWAHA ANANDKUMAR P		872	0	0	0
IN300974	11807356	RAJESH AMBALAL PATEL		500	0	0	0
41400	1304140004605251	GNANESHWAR SURYAKANT SHAHANE		641	0	0	0
IN300167	10056720	STATE OF WISCONSIN INVESTMENT BOARD - ACADIANEMERG	ING EQUITY	60594	0	0	0
IN303028	56563347	INSTITUTIONAL INVESTOR ADVISORY SERVICES INDIA LIM	ITED	1	0	0	0
IN302902	46370793	LAXMAN J PEDNEKAR	JAYANT LAXMAN PEDNEKAR	800	0	0	0
IN300214	16093602	JAYESH KUMAR		1500	0	0	0
IN300054	10072410	FIDELITY FUNDS - ASIAN SMALLER COMPANIES POOL		3456283	0	0	0
IN300054	10085179	MERRILL LYNCH MARKETS SINGAPORE PTE. LTD.		0	0	6	0
IN300484	23331110	BALSAWER ASHISH		0	500	0	0
IN301549	17101908	RAMESH RAMCHAND SADANI	GEETA RAMCHAND SADANI	0	150	0	0
81600	1208160000964327	DEVATHA D AHUJA		30	0	0	0
IN301549	52202735	VINOD NARSHIBHAI MAY		80	0	0	0
IN301151	21835138	MAHESH ANIL WAGHOLIKAR		50	0	0	0
78300	1207830000137421	ANANTHA KRISHNAN R		75	0	0	0
IN301696	11904406	SAHU V S		800	0	0	0
13200	1201320001677455	SHRIPAD SHANKAR HARDAS		200	0	0	0
IN303028	53994867	PUSHPENDER		0	500	0	0



23000	1202300000787582	KESHAV PURUSHOTTAM GODBOLE		3	0	0	0
31200	1203320001514476	RAJENDRA UJHAS AGARE		20	0	0	0
47200	1204720000324501	PRAJAKTA P DESHPANDE	PRADEEP ANANT DESHPANDE	550	0	0	0
IN300450	14491117	RUSHIKESH VIVEK DEOLE		125	0	0	0
IN300888	14878868	PRADEEP ANANT DESHPANDE	PRAJAKTA PRADEEP DESHPANDE	500	0	0	0
10508	1201060800050921	ABHAY KUMAR JAIN	SHASHI JAIN	500	0	0	0
10508	1201060800050935	LOVLEET JAIN		600	0	0	0
IN301028	56741922	APARNA SHUKLA		50	0	0	0
44700	1204470003362514	MANISH KUMAR		30	0	0	0
IN300095	11782483	JOBBY MAROOR KUNJACHEN		0	200	0	0
12400	1301240000343127	TATINENI VENKATADURGAPRASAD		968	0	0	0
IN302863	10272939	JAYARAMA RAO NEKKANTI		335	0	0	0
IN301022	20292839	MYLAVARAPU KOTI KIRAN		3925	0	0	0
13300	1201330000393590	SRINIVASA RAO PUTTI		0	500	0	0
IN306114	10069083	DASARI SURESHBABU		10	0	0	0
IN306122	10065470	TULASI RAMANJANEYULU KAMATAM		20	0	0	0
65200	1206520000018959	ADHISHEK		600	0	0	0
47200	1204720009918659	JATISH CHANDRA DHAL		350	0	0	0
IN300095	12066377	SHIZAN FAHAD		25	0	0	0
IN300239	10688877	CHANDRASHEKAR K V		300	0	0	0
IN300513	23283272	ROHAN LAWRENCE DSOUZA		40	0	0	0
IN303118	10036557	MANOHAR B HUKKERI		100	0	0	0
81600	1208160000618919	GAURAV JAISWAL		500	0	0	0
IN300597	10337537	MANOJ A		20	0	0	0
IN301151	26811233	RUPAK KUMAR PAL		200	0	0	0
81600	1208160000533801	K KANTHAMANI		190	0	0	0
IN300394	10087449	S M CHOWDAIYA		100	0	0	0
IN303116	11625912	SUBRAMANIAN R		182	0	0	0
51400	1205140000224040	SUBRAMANIAN R		23	0	0	0
IN301356	20481166	THIRUMAGAL V		400	0	0	0
IN301151	28235995	A GANESH		5000	0	0	0
90400	1209040000199970	S PAUL NESAN		14	0	0	0
IN301151	29011263	SASIKUMARAN S		250	0	0	0
IN303028	57256195	JINSON M EMMANUEL		390	0	0	0
IN300513	23262847	NIHAD MOHAMMED M K		10	0	0	0
IN300239	14482585	RAJEEV P RAJAN		100	0	0	0
IN300597	10275426	BABY V C		370	0	0	0
29800	1202980000373660	ANTONY ALEX		100	0	0	0
IN300327	10608586	OKO TRADING COMPANY LLP		125000	0	0	0
IN302951	20137849	SOUMITRA DE		300	0	0	0
IN302814	10786479	RAJESH KUMAR SINGH		98	0	0	0
IN300327	10224535	EAST INDIA SECURITIES LTD.		76611	0	0	0
IN300327	10471574	EAST INDIA SECURITIES LTD.		375384	0	0	0
IN301549	31487022	ANIL KUMAR LAHA		1000	0	0	0
11300	1201130000628357	TANMAY RAJAK		100	0	0	0
IN300513	21771901	RAJESH KUMAR PANIGRAHI		160	0	0	0
IN301313	21924450	AKSHAYA KUMAR MISHRA		3522	0	0	0
Total				7218814	1861	0	0

