Noida
Toll Bridge Co. Ltd.

May 16, 2017

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

General Manager
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 : Intimation for Change in the Company Secretary and Compliance Officer

Dear Sirs,

This is to inform you that Ms. Pooja Agarwal (FCS 9070) has submitted her resignation letter from the post of Company Secretary and Compliance Officer w.e.f. June 1, 2017. The Board of Directors of the Company, at their meeting held today has accepted the resignation letter.

Further, we would like to inform you that the Board of Directors has approved the appointment of Mr Dhiraj Gera (ACS 25827) as the Company Secretary and Compliance Officer w.e.f. June 1, 2017.

The brief particulars of the Compliance Officer are as under:

1.	Name	:	Dhiraj Gera
2.	Designation	:	Company Secretary
3.	Date of appointment	:	June 1, 2017
4.	Email id	:	dhiraj.gera@ilfsindia.com, ntbcl@ntbcl.com
5.	Contact Number	:	0120-2516495/47

A copy of the Brief Profile of Mr. Gera is attached for your records.

Sincerely

Ajai Mathur
Managing Director

Annexure – 2

PROFILE OF DHIRAJ GERA

PROFESSIONAL & ACADEMIC CREDENTIALS

Member of the Institute of Company Secretaries of India **2009**

New Delhi

Law Graduate **2006**

BSA College, Dr. B. R. Ambedkar University, Agra

Bachelor of Commerce **2000**

P.G.D.A.V. College, University of Delhi

CAREER GROWTH

Urban Mass Transit Company Ltd **Sept 2008 onwards**
Company Secretary

Joined as Assistant Manager and presently holding the position of Senior Manager & Company Secretary. Responsible for day to day corporate secretarial and legal functions of the Company and have delivered the following major assignments:

(a) Statutory compliances related to Meetings of Board, Committees, Shareholders; filing forms and returns; shares, dividend, investments, borrowings, statutory registers, etc;

(b) Drafting notices, agenda notes, minutes of Meetings of the Board, Committees, Shareholders and drafting of annual reports, etc;

(c) Incorporation of Public and Private Limited Companies, wholly owned subsidiary Company including preparation of entire incorporation related documents;

(d) Corporate secretarial support function to associate company and subsidiary company;

(e) Obtained Central Government approval under Section 297 of the Companies Act 1956 in respect of related party transaction;

(f) Drafting and vetting of Consultancy and Vendors Agreements, Tender documents etc and Pre-clearance from legal advisors where ever required;

(g) Active support to HR and Admin functions

Successfully set up secretarial, legal, administrative and HR systems and implemented various templates, enabling convenient and uninterrupted flow of information pertaining to office working, processes, procedures and approvals

Sharda Motors Industries Ltd **Sep 2004 to Sept 2008**
Executive Post (Corporate Secretarial)

Sharda Motor Industries Ltd. (SMIL) – a Company listed with Delhi Stock Exchange since 1987 and later on got listed with Bombay and National Stock Exchanges. SMIL is into manufacturing of automotive components including exhaust systems, sheet metal parts, seat covers, seat frames for Maruti Suzuki, Mahindra & Mahindra, Hyundai, Tato Motors and also manufacturing white goods parts for Samsung. SMIL is headquartered in New Delhi and has various manufacturing plants across India. I executed the following assignments independently:

(a) Documentation, procedures and compliances related to issue and allotment of Bonus Equity Shares including listing thereof with the Delhi Stock Exchange;

(b) Listing of existing equity shares of UMTC, with National and Bombay Stock Exchanges

(c) Statutory Compliances under Listing Agreement, SEBI Regulations, Companies Act & Rules made thereunder

(d) Drafting of notices, agenda notes and minutes of the Meetings of the Board, Committees, Shareholders and organising these meetings;

(e) Drafting of Directors' Report, Corporate Governance Report, Management Discussion and Analysis Report, etc;

(f) Conducted Postal Ballot for seeking Shareholders' Approval for Sale / Transfer of Undertaking, amendments in the Object Clause under Memorandum of Association, Enhancement of borrowing limits, increase of authorised capital, etc including assistance to Scrutinizer;

(g) Obtained Central Government approval under Section 314 of the Companies Act 1956 in the case of Office or Place of Profit held by one of the relatives of Managing Director;

(h) Running parallel share transfer and demat/remat related work in close liaison with Registrar & Transfer Agent

(i) Liasioning with Shareholders/Investors (for grievances), ROC, SEBI, Registrar & Transfer Agent, NSDL, CDSL, Stock Exchanges, Statutory/Internal/Secretarial Auditors

(j) Amendments in the Articles of Association

(k) Incorporation of Companies including preparation of entire incorporation related documents

(l) Funding Negotiations and documentation with Financial Institutions and Bankers for ECB term loans, fund based and non-fund facilities and ensuring compliances with covenants of borrowings including filing of ECB returns and compliance certificates

Secretarial Executive **Jan 2004 to Aug 2004**
Ajay Garg & Associates,

Company Secretaries

Management Trainee **Oct 2002 to Dec 2003**
Hotline Glass Ltd.,

(An NSE & BSE Listed Company)

Signature: 

Date : 09/05/2017