

NOTICE

Dear Members,

NOTICE is hereby given that the Twenty second Annual General Meeting of Noida Toll Bridge Company Ltd. will be held on Tuesday, August 14, 2018 at 9.00 am at Toll Plaza, Mayur Vihar Link Road, New Delhi-110091, (route map of the venue is attached) to transact the following businesses:

Ordinary Business:

- (1) To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2018 including the audited Balance Sheet as at March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon.
- (2) To appoint a Director in place of Mr Pradeep Puri (DIN 00051987), who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

- (3) To appoint Mrs. Namita Pradhan (DIN 07194008) as an Independent Director of the Company and in this regard to consider, and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder (including any statutory modifications and re-enactments thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mrs. Namita Pradhan (DIN 07194008), an Non-Executive Director of the Company, who was appointed as an Independent Director of the Company by the Board of Directors with effect from May 10, 2018 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Listing Regulations, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 1 year with effect from May 10, 2018 up to May 9, 2019.”

- (4) To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 20

and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed thereunder, the proposal of service of any document through a particular mode to any member upon receipt of a request (at least one week in advance of the dispatch of document by the Company) along with fees of an amount of 100/- (Rupees One Hundred Only) per each such document, be and is hereby approved.”

By order of the Board

For NOIDA TOLL BRIDGE COMPANY LTD

Dhiraj Gera

Company Secretary

Registered Office

Noida Toll Bridge Company Limited

CIN : L45101DL1996PLC315772

Toll Plaza, Mayur Vihar Link Road,

New Delhi - 110091

Date : May 21, 2018

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 August 11, 2018 to August 14, 2018 both days inclusive for the purpose of Annual General Meeting.
- 9 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.
10. The notice of the Annual General Meeting along with the Annual Report 2017-18 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may please note that this notice and Annual Report 2017-18 will also be available on the Company's website www.ntbcl.com.

Members who have not registered their e-mail address with the Company are requested to submit their valid e-mail address to Karvy Computershare Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly.

11. Pursuant to SEBI circular dated April 20, 2018, Members whose ledger folios do not have or having incomplete details with regard to Permanent Account Number (PAN) and Bank particulars are required to compulsorily furnish the details of their bank account and PAN details to the Company at its registered office address / to our Registrar and Share Transfer Agent, Karvy Computershare Private Limited, Unit: Noida Toll Bridge Company Limited, Karvy Selenium Tower B, 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, email id : einward.ris@karvy.com.
12. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Corporate Secretarial Department at the Company's registered office or the Company's Registrar and Share Transfer Agent (Karvy Computershare Private Limited) for revalidation and encash them before the due date. The details of such unclaimed dividends are available on the Company's website at www.ntbcl.com. Members are requested to note that the dividend remaining unclaimed

for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF.

In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF authority by submitting an online application in the prescribed Form IEPF- 5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5.

13. Pursuant to the Rule 5(8) of Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on September 25, 2017 (date of last Annual General Meeting) on its website at www.ntbcl.com/unpaid-dividend and also on the website of the Ministry of Corporate Affairs.
14. With the aim of curbing fraud and manipulation risk in physical transfer of securities, Bombay Stock Exchange Circulars to Listed Companies – Amendment to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Circular No. LIST/COMP/15/2018 dated July 05, 2018), has mandated that transfer of securities would be carried out in dematerialized form only. According to the Circular, request for effecting transfer of securities shall not be processed unless the securities are held in the Dematerialized form with the depository with effect from December 5, 2018. Therefore, please note that R&T agent and Company will not be accepting any request for transfer of shares in physical form with effect from December 5, 2018. This restriction shall not be applicable to the request received for transmission or transposition of physical shares. Members are accordingly, requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact any office of the nearest Karvy branch to guide you in the demat procedure. You may also visit web site of depositories viz., NSDL or CDSL for further understanding about the demat procedure. Shareholders, holding shares in physical form are requested to arrange the dematerialization of the said shares at earliest to avoid any inconvenience in future for transferring those shares.

15. The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm on all working days except on holidays. The said Registers will also be available for inspection by the members at the AGM.
16. At the 21st Annual General Meeting of the Company held on September 25, 2017, the members approved appointment of M/s. N M Raiji & Co, Chartered Accountants (Registration No. 108296W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of the 26th Annual General Meeting, subject to ratification of their appointment by members at every Annual General Meeting if so required by the Companies Act 2013. Vide notification dated May 7, 2018, the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 22nd Annual General Meeting.
17. 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 appointment and re-appointment at the Annual General Meeting are also annexed.
18. 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 business hours on all working days except Saturdays and holidays, up to and including the date of the Annual General Meeting of the Company.
19. The Company has shifted its registered Office premises from 2nd Floor, Niryat Bhawan, Rao Tula Ram Marg, Opp. Army Hospital Research & Referral, New Delhi-110057, to Toll Plaza, Mayur Vihar Link Road, New Delhi - 110091 with effect from December 1, 2017.
20. Voting through Electronic Means
- (1) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members with the facility to exercise their right to vote on resolutions proposed to be considered at the 22nd 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. August 7, 2018 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 Friday, August 10, 2018 (09.00 am) and ends on Monday, August 13, 2018 (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 August 7, 2018 may cast their vote by remote e-voting. The remote e-voting module will be disabled on Monday August 13, 2018 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. 4 (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. August 07, 2018, 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 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 Pvt Ltd. Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 or at einward.ris@karvy.com or phone no. 040-6716 2222 or call Karvy’s toll free no. 1800 345 4001 for any further clarification. Members may send an e-mail request to einward.ris@karvy.com for knowing their user id and password.
 - (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 August 07, 2018.
- (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 Scrutinizer, by use of e-voting or 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.

By order of the Board

For NOIDA TOLL BRIDGE COMPANY LTD

Dhiraj Gera

Company Secretary

Registered Office

Noida Toll Bridge Company Limited

CIN : L45101DL1996PLC315772

Toll Plaza, Mayur Vihar Link Road,

New Delhi - 110091

Date : May 21, 2018

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. 2

Mr Pradeep Puri is due to retire by rotation and being eligible offers himself for re-appointment.

The Company's promoter, IL&FS Transportation Networks Limited (ITNL), having the right to nominate four nominee directors, including the Managing Director, on the Company's Board, had nominated the appointment of IL&FS Group senior executive Mr Pradeep Puri on the Board of the Company as an Executive Vice Chairman with effect from November 23, 2016. He had resigned from the office of Executive Vice Chairman of the Company, effective from closing business hours on December 31, 2017 and continued as a Non-Executive Nominee Director on the Board of the Company, representing ITNL, with effect from January 1, 2018.

Mr Pradeep Puri had long and varied experience of handling various infrastructure projects. He was instrumental in the successful completion of many infrastructure projects of the IL&FS Group including Delhi Noida Bridge project. He served as an Executive Chairman of IL&FS Water Limited and Non-Executive Chairman of IL&FS Paradip Refinery Water Limited. He had also served as a Director of Delhi Mumbai Industrial Corridor Development Corporation Limited and a Non-Executive Non Independent Director at ITNL.

Mr. Pradeep Puri (61 years) previously served as the President and Chief Executive Officer of Noida Toll Bridge Company Limited from January 1997 to September 2010. Mr. Puri was an Officer of the Indian Administrative Service. He holds a Bachelor's and a Master's Degree in History from Delhi University and has over 38 years of experience. Prior to joining the IL&FS group, he served for eight years in international trade and investments with the Ministry of Commerce and the Department of Economic Affairs, Ministry of Finance, Government of India, during the period from 1984 to 1987 and 1991 to 1996, respectively. He served as a Director in the ministries of Commerce and Finance in Karnataka and Delhi. Subsequent to his resignation from the Indian Administrative Services, he joined the IL&FS group as the Chief Executive Officer of the 'Delhi-NOIDA Bridge Project.

Mr. Pradeep Puri holds 423610 shares of Noida Toll Bridge Company Limited. He attended 6 Board meetings of the Company during the year under review. Details regarding sitting fees paid to Mr Puri for attending Board/Committee meetings, during the financial year ended March 31, 2018 are provided in the Corporate Governance Report.

He is not holding Directorships, Membership and Chairmanship of Committees of other Companies.

The Board has recommended the resolution for your approval. Mr. Pradeep Puri is concerned or interested in the passing of the resolution appointing himself. None of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in the passing of this resolution.

ITEM NO. 3

Since, Mr. Piyush Mankad – a Non-Executive Independent Director on the Board and Member of the Audit Committee and Stakeholders Relationship Committee, had resigned from Directorship of the Company with effect from March 25, 2018. In terms of Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015 (“Listing Regulations”), every Listed Company is required to have atleast two third of the total number of Members as Independent Directors on the Audit Committee. In order to meet compliance with the composition of Audit Committee, one more Independent Director was required to be inducted on the Audit Committee. As you are aware, Mrs. Namita Pradhan was appointed as a Non-Executive Director of the Company with effect from June 9, 2017 in terms of provisions of Section 149(1) of the Companies Act, 2013 (“Act”) and Listing Regulations.

Mrs Namita Pradhan is eligible to be appointed as an Independent Director on the Board under the relevant provisions of the Act and the Listing Regulations. She has submitted a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and Listing Regulations.

Pursuant to Section 152 of the Act, Mrs Namita Pradhan has given her consent for appointment as an Independent Director of the Company and also furnished a declaration under Section 164 of the Act that she is not disqualified to become an Independent Director. In the opinion of the Board of Directors, Mrs Namita Pradhan fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and that she is independent of the Management.

The Board has recommended the appointment of Mrs Namita Pradhan as an Independent Director for a term of 1 year from May 10, 2018 up to May 9, 2019. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs Naimta Pradhan as an Independent Director is now being placed before the Members for their approval by Ordinary Resolution.

The terms and conditions of appointment of Mrs Namita Pradhan is open for inspection at the Registered Office of the Company during business hours on any working day, excluding Saturday and Sunday.

A brief profile of Mrs Namita Pradhan to be appointed is given below:

Mrs Namita Pradhan, aged 65 years, holds a Masters degree in History from University of Delhi. She began her career in 1977 in the Indian Administrative Service and has served in various positions in the State Government of Maharashtra and the Government of India, including Ministry of Defence. From October 2007 till 2011, she worked as Assistant Director-General for Partnerships and UN Reform and Country Focus. She has led the Country Focus Strategy in World Health Organisation (WHO) and has worked on a policy for managing Partnerships and relations with non-governmental organizations. Earlier, she led the process of results-based management in WHO, worked on the development of the 11th General Programme of Work 2006-2015, and the Medium Term Strategic Plan 2008-13, as well as the biennial Programme Budgets. At WHO Headquarters in Geneva, she worked as an Adviser to two Directors-General, Dr Gro Harlem Brundtland and Dr LEE Jong-wook.

She is currently a member of the Governance Board of Thought Arbitrage, a not for profit independent and non-partisan think tank on corporate governance, sustainability, economics and public policy. She is also a member of the Expert Technical Review Panel of the United Nations Staff College at Turin Italy, an Independent Director on the Board of IL&FS Water Limited, and a member of the Delhi Public School Society. She is not holding membership of any Committees of other Companies.

Mrs. Namita Pradhan does not hold any shares of Noida Toll Bridge Company Limited.

Mrs. Namita Pradhan is concerned or interested in the passing of the resolution appointing herself. None of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in the passing of this resolution.

ITEM NO. 4

As per the provisions of Section 20 of the Companies Act, 2013 (“the Act”), a document may be served on any member of the Company by sending it to him / her by post or by registered post or by speed post or by courier or by delivery at his / her office or residence address or by such electronic or other mode as may be prescribed.

Currently, the Company and it’s Registrar & Transfer Agent namely Karvy Computershare Private Ltd are sending all the documents including annual reports, notices to the members through courier, registered post and speed post as the case may be and by electronic mode to those members who have registered for delivery of annual reports electronically.

Further, proviso to sub-section (2) of Section 20 of the Act

states that a member may request for delivery of any document through a particular mode, for which he /she shall pay such fees in advance as may be determined by the Company in its Annual General Meeting.

A request under the above Section has been received by the Company from a member requesting to serve documents to him by speed post only upon payment of fees as prescribed by the Company. Accordingly, the Board of Directors in their meeting held on May 21, 2018 has proposed that an amount of ₹ 100/- (Rupees One Hundred Only) per each such document as fees to be levied for delivery of the documents through particular mode on receipt of request (at least one week in advance of the dispatch of document by the Company) by any member.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution. The Board recommends the Ordinary Resolution as set out at item No. 4 of the accompanying Notice for approval of the Members.

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 to 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

Dhiraj Gera

Company Secretary

Registered Office

Noida Toll Bridge Company Limited

CIN : L45101DL1996PLC315772

Toll Plaza, Mayur Vihar Link Road,

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Date : May 21, 2018

