

April 9, 2018

The General Manager
Corporate Relations Department
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
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051

Scrip Code No. 532481

Scrip Code No. NOIDA TOLL EQ

Re : Certificate under Regulation 40(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015

Dear Sirs,

Attached please find the certificate issued by a Practicing Company Secretary under regulation 40(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, for the half year ended March 31, 2018.

Kindly take the document on record.

Sincerely



Dhiraj Gera
Company Secretary & Compliance Officer

Encl : A/a

CS. SAVITA JYOTI, B.Com., F.C.S.

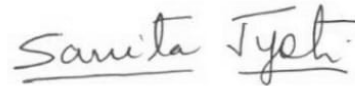
**CERTIFICATE UNDER REGULATION 40(9) OF THE SECURITIES AND EXCHANGE
BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015 FOR THE HALF YEAR ENDED 31st March, 2018.**

I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to **NOIDA TOLL BRIDGE COMPANY LIMITED** maintained by **KARVY COMPUTERSHARE PVT LTD** pertaining to transfer of equity shares of the company for the period from **1st Oct, 2017 to 31st March, 2018** for the purpose of issuing a Certificate as per regulation 40(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the information provided by the Company, I hereby certify that the Company has delivered during half year ended on **31st March, 2018.**

Share/Debenture Certificate(s) relating to the transfer of Shares/Debentures received during the period from **1st Oct, 2017 to 31st March, 2018** as entered in the Memorandum of Transfers have been issued within thirty days of the date of lodgment for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies from respective date of lodgment of each deed excepting those rejected on technical grounds.

Date: 06.04.2018
Place: Secunderabad

SAVITA JYOTI ASSOCIATES



SAVITA JYOTI, FCS 3738
Practicing Company Secretary
Certificate of Practice No. 1796

CS. SAVITA JYOTI
CP No.1796