



**Noida
Toll Bridge Co. Ltd.**

September 27, 2016

The General Manager

Corporate Relations Department - CODE NOS. 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

Sub : Compliance of Regulation 44(3) of Listing Regulations

Dear Sirs,

Pursuant to the provisions of Clause 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) 2015, we write to inform you that the members of the Company at the 20th Annual General Meeting held on Monday, September 26, 2016 at 10.30 am at the Registered Office of the Company transacted the business mentioned in the notice of the AGM dated July 29, 2016.

Details of Voting Results are attached for your reference.

You are requested to take the same on record.

Sincerely

For Noida Toll Bridge Company Limited

Pooja Agarwal
Company Secretary

	NOIDA TOLL BRIDGE COMPANY LIMITED
Date of the AGM/EGM	26-09-2016
Total number of shareholders on record date	80845
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	97
No. of Shareholders attended the meeting through Video Conferencing	NIL
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - 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.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	49243352	0	0.0000	00	0	0.0000	0.0000
	Poll		49095007	99.6988	49095007	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		49095007	99.6988	49095007	0	100	0
Public- Institutions	E-Voting	28972497	12870490	44.4231	12870490	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		12870490	44.4231	12870490	0	100	0
Public- Non Institutions	E-Voting	107979153	128252	0.1188	127952	300	99.7660	0.2339
	Poll		59554	0.0552	59554	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		187806	0.174	187506	300	99.8403	0.1597
Total		186195002	62153303	33.3808	62153003	300	99.9995	0.0005



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - 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.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	49243352	0	0.0000	00	0	0.0000	0.0000
	Poll		49095007	99.6988	49095007	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		49095007	99.6988	49095007	0	100	0
Public- Institutions	E-Voting	28972497	12870490	44.4231	12870490	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		12870490	44.4231	12870490	0	100	0
Public- Non Institutions	E-Voting	107979153	117791	0.1091	117071	720	99.3887	0.6112
	Poll		59554	0.0552	59554	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		177345	0.1643	176625	720	99.594	0.406
Total		186195002	62142842	33.3751	62142122	720	99.9988	0.0012



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Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - 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.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	49243352	0	0.0000	00	0	0.0000	0.0000
	Poll		49095007	99.6988	49095007	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		49095007	99.6988	49095007	0	100	0
Public- Institutions	E-Voting	28972497	12870490	44.4231	12863938	6552	99.9490	0.0509
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		12870490	44.4231	12863938	6552	99.9491	0.0509
Public- Non Institutions	E-Voting	107979153	58201	0.0539	56701	1500	97.4227	2.5772
	Poll		59554	0.0552	59554	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		117755	0.1091	116255	1500	98.7262	1.2738
Total		186195002	62083252	33.3431	62075200	8052	99.9870	0.0130



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Resolution No.	4							
Resolution required: (Ordinary/ Special)	<p>ORDINARY - 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:</p> <p>"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.</p>							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	49243352	0	0.0000	00	0	0.0000	0.0000
	Poll		49095007	99.6988	49095007	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		49095007	99.6988	49095007	0	100	0
Public- Institutions	E-Voting	28972497	12658041	43.6899	12651489	6552	99.9482	0.0517
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		12658041	43.6899	12651489	6552	99.9482	0.0518
Public- Non Institutions	E-Voting	107979153	58201	0.0539	57401	800	98.6254	1.3745
	Poll		59554	0.0552	59554	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		117755	0.1091	116955	800	99.3206	0.6794
Total		186195002	61870803	33.2290	61863451	7352	99.9881	0.0119



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Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - 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 reenactment 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.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	49243352	0	0.0000	00	0	0.0000	0.0000
	Poll		49095007	99.6988	49095007	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		49095007	99.6988	49095007	0	100	0
Public- Institutions	E-Voting	28972497	12870490	44.4231	12870490	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		12870490	44.4231	12870490	0	100	0
Public- Non Institutions	E-Voting	107979153	47725	0.0442	47425	300	99.3713	0.6286
	Poll		59554	0.0552	59554	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		107279	0.0994	106979	300	99.7204	0.2796
Total		186195002	62072776	33.3375	62072476	300	99.9995	0.0005



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Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - 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, Chivilkar 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.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	49243352	0	0.0000	00	0	0.0000	0.0000
	Poll		49095007	99.6988	49095007	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		49095007	99.6988	49095007	0	100	0
Public- Institutions	E-Voting	28972497	12870490	44.4231	12870490	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		12870490	44.4231	12870490	0	100	0
Public- Non Institutions	E-Voting	107979153	117791	0.1091	44940	72851	38.1523	61.8476
	Poll		59554	0.0552	59554	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		177345	0.1643	104494	72851	58.9213	41.0787
Total		186195002	62142842	33.3751	62069991	72851	99.8828	0.1172



Signature