

December 12, 2016



Noida
Toll Bridge Co. Ltd.

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

Re : Postal Ballot Notice

Dear Sirs

Kindly note that the Company is in the process of seeking approval of its shareholders for a shift in the 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, by way of a Postal Ballot.

Mr. Saket Sharma, Practising Company Secretary, (FCS No. 4229) Partner of GSK & Associates, Companies Secretaries has been appointed as the Scrutinizer to securitize the Postal Ballot process in a fair and transparent manner.

The Company has completed the dispatch of the Notice, along with the Postal Ballot Form and self-addressed postage prepaid business reply envelopes through permitted mode on December 9, 2016 to those members whose names appear in the Register of Members/ Record of Depositories as on Friday, December 2, 2016. E-voting facility has been provided through Karvy Computershare Private Limited. Voting (Physical Ballot/e-voting) period commences on Monday December 12, 2016 (9:00 am IST) and ends on Wednesday, January 11, 2017 (5:00 pm IST).

Attached please find a copy of the Postal Ballot Notice dated November 30, 2016, which is available on the Company's website at www.ntbcl.com and on the website of Karvy Computershare Private Limited at <http://evoting.karvy.com> .

Sincerely

Pooja Agarwal
Company Secretary

Noida Toll Bridge Company Limited, Toll Plaza, DND Flyway, Noida-201 301. U.P. Phone : 0120-2516495 Fax : 2516440.

Website : www.ntbcl.com

Email : ntbcl@ntbcl.com

CIN : L45101UP1996PLC019759



**Noida
Toll Bridge Co. Ltd.**

NOIDA TOLL BRIDGE COMPANY LIMITED

(CIN No: L45101UP1996PLC019759)

Registered Office: Toll Plaza, DND Flyway, Noida 201 301, Uttar Pradesh.

Ph. No.: 0120-2516438; **Fax No.:** 0120-2516440; **E-mail id:** ntbcl@ntbcl.com; **website:** www.ntbcl.com

TO THE MEMBERS OF THE COMPANY

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

NOTICE IS HEREBY GIVEN that the Resolutions set out hereunder for shift in the Registered Office of the Company from the State of Uttar Pradesh to the National Capital Territory of Delhi and consequential amendment to the Memorandum of Association of the Company are proposed to be passed by means of Postal Ballot and Electronic Voting (e-voting). The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Resolutions is annexed.

The Board of Directors of your Company vide a circular resolution dated November 30, 2016 have appointed Mr. Saket Sharma, Practicing Company Secretary, as the Scrutinizer for scrutinizing the Postal Ballot and e-voting process.

Members have the option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their votes by Postal Ballot are requested to read carefully the instructions printed on the Postal Ballot Form and return the same, completed and signed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours on Wednesday, January 11, 2017. Members desiring to opt for e-voting are requested to read carefully the instructions given in the Notes forming part of the Notice.

Based on the Scrutinizer's Report to the Chairman of the Company, the Results of the Postal Ballot and e-voting will be declared on Friday, January 13, 2017 at 12:00 p.m. at the Registered Office of the Company. Such results, alongwith the Scrutinizer's Report, will be available on the Company's website www.ntbcl.com under the section 'Investor Information' and will be forwarded to the Stock Exchanges where the Company's shares are listed. Karvy Computershare Private Limited (Karvy), engaged by the Company for facilitating e-voting, will also display these Results on their website <https://evoting.karvy.com>.

SPECIAL BUSINESS

1. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder and subject to approval by the Central Government (Regional Director, Northern Region), the consent of the shareholders be and is hereby accorded to shift the Registered Office of the Company from its present situation at Noida, in the State of Uttar Pradesh to New Delhi, in the National Capital Territory of Delhi.

RESOLVED FURTHER THAT the existing Clause II of the Memorandum of Association be altered and substituted by the following:

"The Registered Office of the Company will be situated in the National Capital Territory of Delhi."

RESOLVED FURTHER THAT the Board of Directors or such other person as may be authorized by them, be and is authorized to sign such documents or papers as may be necessary and file such applications, forms and also to do all such acts, deeds, matters and things as it may, in its sole discretion, deem necessary, proper, desirable to give effect to the above resolution."

**By Order of the Board of Directors
For Noida Toll Bridge Company Ltd.**

**Pooja Agarwal
Company Secretary
(ACS 15499)
Toll Plaza, DND Flyway
Noida 201301**

Date : November 30, 2016
Place: Noida, Uttar Pradesh

NOTES:

- (I) The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on Friday, December 2, 2016. The Postal Ballot Notice is being sent in electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Members.
- (II) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on December 2, 2016 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
- (III) Members can opt for only one mode of voting i.e. either Postal Ballot or e-voting. In case any Member votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.
- (IV) The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Forms or e-voting i.e. Wednesday, January 11, 2017.

The procedure with respect to e-voting is provided below:-

- I In case of Members who receive the Postal Ballot Notice in electronic mode:
 - 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. December 2, 2017, 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 (a-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 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 Monday, December 12, 2016 (09.00 am) and ends on Wednesday, January 11, 2017 (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 Friday, December 2, 2016 may cast their vote by remote e-voting. The remote e-voting module will be disabled on Wednesday, January 11, 2017 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
- II. In case of Members who receive the Postal Ballot Form by post:
 - a. Enter the login credential (please refer to the user id and initial password mentioned in the attendance slip of the Postal Ballot Form).
 - b. Please follow all steps from Sl. No.I (a) to (m) above, to cast vote.
 - c. Please contact toll free No. 1-800-34-54-001 for any further clarifications.
 - d. If you are already registered with Karvy Computershare Private Limited for e-voting then you can use your existing user ID and password for casting your vote.
 - III. In case of any query / grievance, you may refer to the Frequently Asked Questions for Shareholders and e-voting User
 - IV. Other Instructions:
 - a. In case of any queries, you may refer to the Frequently Asked Questions (FAQ) 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 Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500032 or at evoting@karvy.com or phone number 040-67162222 or call Karvy's toll free number 1800 345 4001 for any clarification.
 - V. There will be one e-vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.
 - VI. Shareholders whose email id is registered with depositories are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from www.ntbcl.com or seek duplicate Postal Ballot Form from M/s Karvy Computershare Pvt Ltd., Registrar & Transfer Agent, Unit: Noida Toll Bridge Company Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad : 500 032, fill in the details and send the same to the Scrutinizer.
 - VII. Shareholders desiring to exercise vote by Physical Postal Ballot Form are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelope containing Postal Ballot, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted.

EXPLANATORY STATEMENT

Annexed to the Notice dated November 30, 2016

The Registered Office of the Company is located at The Toll Plaza, DND Flyway, Noida. The Registered Office is proposed to be shifted to; 2nd Floor, Niryat Bhawan, Rao Tula Ram Marg, Opp. Army Hospital Research & Referral, New Delhi-110057, where the IL&FS Group has other offices.

Further, the Company has received an opinion from its external legal counsel that it is in the interest of the Company that its Registered Office is situated in NCT of Delhi rather than Uttar Pradesh.

In light of the reasons given above and in order to carry out the Company's business more economically and efficiently and considering the location of the Group corporate office, it would be more appropriate to shift the Company's Registered Office from Uttar Pradesh to Delhi. This will facilitate better co-ordination, administration and growth plans of the Company, in future as well as be convenient for shareholders to attend the Annual General Meeting, considering that the highest concentration of shareholders is in Delhi.

In terms of Section 13, 110 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, shifting of a Registered Office from one state to another and alteration in Clause II of the Memorandum of Association requires approval from the Shareholder by way of a Special Resolution through Postal Ballot. Accordingly, your Board recommends this Special Resolution to the Members for their consideration and approval by way of Postal Ballot.

A copy of the Memorandum as on date and a copy indicating the proposed amendments is available for inspection at the Registered Office of the Company on any working day during office hours from 9 A.M. to 5.30 P.M.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors of your Company recommend this resolution for your approval.

**By Order of the Board of Directors
For Noida Toll Bridge Company Ltd.**

**Pooja Agarwal
Company Secretary
(ACS 15499)
Toll Plaza, DND Flyway
Noida 201301**

Date : November 30, 2016
Place: Noida, Uttar Pradesh



**Noida
Toll Bridge Co. Ltd.**

NOIDA TOLL BRIDGE COMPANY LIMITED

(CIN No: L45101UP1996PLC019759)

Registered Office: Toll Plaza, DND Flyway, Noida 201 301, Uttar Pradesh.

Ph. No.: 0120-2516438; **Fax No.:** 0120-2516440; **E-mail id:** ntbcl@ntbcl.com; **website:** www.ntbcl.com

POSTAL BALLOT FORM

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Serial No.

1. Name(s) of Member(s) including joint holders, if any. (IN BLOCK LETTERS) :
2. Registered Address of the Sole/ first named Member :
3. Registered Folio No./DP ID No. (Applicable to investors holding shares in dematerialized form) :
4. Number of Shares held :

I / We hereby exercise my / our vote(s) in respect of the Special Resolution to be passed by way of postal ballot as specified in the Notice of Postal Ballot dated November 30, 2016 by conveying my / our assent / dissent to the said Resolution by placing a tick (✓) mark in the appropriate box below:

Description	No. of Shares held	I/ We assent to the Resolution (For)	I/ We dissent to the Resolution (Against)
Shift 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.			

Place:

Date:

Signature of the Member

ELECTRONIC VOTING PARTICULARS

(Applicable for individual members only)

EVENT (E-Voting Event Number)	USER ID	PASSWORD/PIN

Notes:

- i. Please read the instructions printed overleaf carefully before filling this Postal Ballot Form and exercising your vote by post or electronic means. Please refer to the instructions for voting through electronic means provided in the Notice of Postal Ballot annexed herewith.
- ii. The last date for receipt of Postal Ballot Forms by the Scrutinizer is January 11, 2017 up to 5:00 p.m.
- iii. If the voting rights are exercised electronically, there is no need to use this Postal Ballot Form.

INSTRUCTIONS

- 1) A member desiring to exercise his / her vote by postal ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self-addressed envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballot Forms, if deposited in person or sent by courier, at the expenses of the member, will also be accepted.
- 2) A member may opt to vote by electronic means as per the instructions for voting through electronic means provided in the Notice of Postal Ballot annexed herewith.
- 3) Instructions provided in the Notice of Postal Ballot annexed herewith on voting by means of postal ballot and voting through electronic means shall be followed.
- 4) There shall be one postal ballot for every Folio/Client ID irrespective of the number of joint holders. A proxy shall not exercise the postal ballot. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the member(s)/beneficial owner(s) as on December 2, 2016.
- 5) The Postal Ballot Form should be completed and signed by the member. In case of joint holding, this Postal Ballot Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and falling him, by the next named member and so on. Postal Ballot Forms which have not been signed by or on behalf of a member or Postal Ballot Forms containing signatures which do not match the specimen signatures with the Company shall be considered invalid.
- 6) In case of shares held by companies, trusts, societies or other bodies corporate, the duly completed Postal Ballot Form should be signed by the authorized signatory whose signature is already registered with the Company. In such cases, a certified true copy of the Board Resolution/Authority should also accompany the duly completed Postal Ballot Form. Postal Ballot Forms, signed in a representative capacity, unaccompanied by a certified copy of the relevant specific authority shall be considered invalid.
- 7) A member may sign the Postal Ballot Form through an attorney appointed specifically for the purpose, in which case an attested true copy of Power of Attorney should be attached to the Postal Ballot Form.
- 8) The votes should be cast either in favour of or against the resolution by putting a tick (✓) mark in the column provided for "assent" or "dissent". Postal Ballot Forms in which neither "assent" nor "dissent" is mentioned or Postal Ballot Forms bearing tick (✓) marks in both the columns of "assent" and "dissent", making it impossible to determine without any doubt the assent or dissent of the member, shall be considered invalid.
- 9) Duly completed Postal Ballot Forms should be received by the Scrutinizer not later than 5.00 p.m. on Wednesday, January 11, 2017. Postal Ballot Forms received after this date shall be considered invalid and treated as if no reply from the member has been received.
- 10) A member may request for a duplicate Postal Ballot Form, if required, by writing to the Registrar and Transfer Agent, namely Karvy Computershare Private Limited having its office at Selenium Tower B, Plot No. 31- 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or by sending an email to enward.ris@kavy.com. Duly filled in and signed duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date and time specified in serial no. (9) above.
- 11) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the vote(s) exercised by means of postal ballot, including voting through electronic means shall be final and binding.
- 12) Members are requested not to send any paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.