



**Noida
Toll Bridge Co. Ltd.**

January 11, 2017

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

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 : Quarterly Secretarial Audit Report

Dear Sirs,

Pursuant to the provisions of the SEBI (Depositories and Participants) Regulations, 1996, attached please find the Secretarial Audit Report issued by a Practicing Company Secretary on reconciliation of total issued and listed capital with the total capital admitted with both the depositories, NSDL & CDSL, for the quarter ended December 31, 2016.

This is for your information and records.

Sincerely

**Pooja Agarwal
Company Secretary**

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

1. For Quarter Ended : 31st December, 2016
2. ISIN : INE781B01015
3. Face Value : Rs.10/-
4. Name of the Company : NOIDA TOLL BRIDGE COMPANY LIMITED
5. Registered Office Address : TOLL PLAZA, DND FLYWAY OPP SECTOR-15A
NOIDA – 201 301, UTTAR PRADESH
6. Correspondence Address : C/O IL & FS LIMITED, INDIA HABITAT CENTRE, EAST
COURT, ZONE VI, 4TH FLOOR, LODHI ROAD NEW DELHI
7. Telephone and Fax Numbers : 0120-2516438 FAX NO:0120-2516440
8. Email Address : ntbc@ntbc.com
9. Names of the Stock Exchanges :
where the Company's Securities are listed. BSE LIMITED
NATIONAL STOCK EXCHANGE OF INDIA LIMITED
AIM SEGMENT OF LONDON STOCK EXCHANGE

	NUMBER OF SHARES	% OF TOTAL ISSUED CAPITAL
10. Issued Capital	: 186195002	100%
11. Listed Capital	: 186195002	100%
12. Held in Dematerialised form in CDSL :	26753108	14.37%
13. Held in Dematerialised form in NSDL :	158899186	85.34%
14. Held in Physical Form :	542708	0.29%
15. Total Number Of Shares 12+13+14 :	186195002	100%
16. Reasons for difference if any, between (10&11),(10&15), (11&15) :	N.A	
17. Certifying the details of changes in share capital during the quarter under consideration as per Table below :		

Particulars	No of shares	Applied/ not Applied for Listing	Listed on Stock Exchanges	Whether intimated to CDSL	Whether intimated to NSDL	In-Prin. Appr. Pending for SE.
NIL	NIL	NIL	NIL	NIL	NIL	NIL

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SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

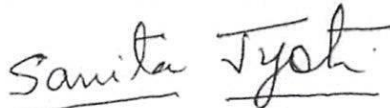
: II :

18. Register of Members is Updated : YES
If not updated upto which date
19. Reference of previous quarter with regard to excess dematerialised shares, if any : NIL
20. Has the Company resolved the matter mentioned in point no.19 above in the current quarter ? if not reason why ? : NIL
21. Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

Total No. of Demat Requests	No. of Requests	No. of Shares	Reasons for delay
Confirmed after 21 days	NIL	NIL	NIL
Pending for more than 21 days	NIL	NIL	NIL

22. Name, Telephone & Fax No. of the Compliance Officer of the Company : Ms. Manisha Macedo -
Telephone - 0120-2516438 Fax : 0120-2516440
23. Name, Address, Telephone & Fax No., Regn. No. of the Practicing Company Secretary : Mrs. Savita Jyoti, E-86, Sainikpuri, Secunderabad - 500 094. Telephone No. 040-27110559 Registration No.FCS 3738.
24. Appointment of Common Agency for Share Registry Work : Yes - M/s. Karvy Computershare (P) Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District Nanakram Guda Serilingampally Hyderabad - 500 032.
25. Any other details that the auditor may like to provide. (e.g. BIFR Company, Delisting from Stock Exchanges, Company changed it name etc.) NIL

FOR SAVITA JYOTI ASSOCIATES



SAVITA JYOTI

Place : Hyderabad
Date: 06.01.2017

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