

DND
DELHI NOIDA DIRECT

FLYWAY

N O I D A T O L L B R I D G E

NOTICE

BOARD OF DIRECTORS

Mr. Gopi Arora Chairman
Mr. RK Bhargava
Mr. P. K. Sethi
Dr. Om Prakash
Mr. T.T. Joseph
Mr. Prabil Raj
Mr. Ravi Parthasarathy
Mr. Hari Sankaran
Mr. K Ramchand
Mr. Stephen Temple
Mr. Shahzaad Dalal
Mr. Santosh Senapati
Mr. Timothy James Woodhead

Mr. Pradeep Puri President and CEO
Ms Monisha Macedo Company Secretary

Auditors

S.B. Billimoria & Co.
Chartered Accountants
MCT House,
One Okhla Centre, Block A
Okhla Institutional Area,
New Delhi 110 025

NOTICE is hereby given that the Seventh Annual General Meeting of Noida Toll Bridge Company Ltd. will be held on Tuesday, September 16, 2003 at 10.30 am at Marwah Films & Video Studio, FC-14/15, Film City, Sector-16A, Noida, 201 301, Uttar Pradesh, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2003 and the Profit and Loss Account for the year ended as on that date and the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. R. K. Bhargava who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Ravi Parthasarathy who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Hari Sankaran who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint the Auditors of the company from the conclusion of this Annual General Meeting until the conclusion of the next AGM and to fix their remuneration.



To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

“RESOLVED THAT whereas a notice has been received pursuant to Section 224(2)(b) of the Companies Act, 1956, from the Auditors of the Company, M/s SB Billimoria & Co., Chartered Accountants, expressing their unwillingness to be re-appointed and a written certificate pursuant to the proviso to Sub-Section (1) of Section 224 of the Companies Act, 1956, having been received from M/s Luthra & Luthra, Chartered Accountants, A-16/9, Vasant Vihar, New Delhi 110057, the said M/s Luthra & Luthra, Chartered Accountants, be and are hereby appointed as the Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration as may be mutually agreed upon between M/s Luthra & Luthra and the Board of Directors of the Company.”

Special Business:

6. To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution

“RESOLVED THAT Dr. Om Prakash who was appointed as an Additional Director on February 28, 2003 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member under Section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company”.

7. To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution

“RESOLVED THAT Mr. Stephen Temple, Nominee Director of Asian Infrastructure Mezzanine Capital Fund (AIMCF) appointed by the Board of Directors at the Meeting held on September 6, 2002 and in respect of whom the Company has received a Notice in writing from a member under Section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed as non-retiring, Nominee Director representing AIMCF in terms of and under the provisions of the Shareholders Agreement dated 5th May 2000 and the Articles of Association of the Company”

8. To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution

“RESOLVED THAT Mr. T. T. Joseph who was appointed as an Additional Director on May 27, 2003 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member under Section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company”.

9. To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution

“RESOLVED THAT Mr. K Ramchand who was appointed as a Director in a casual vacancy and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member under Section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company”.

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



“RESOLVED THAT the existing authorised share capital of the Company consisting of 12,50,00,000 Equity Shares of Rs. 10/- each aggregating to Rs 1,25,00,00,000 (Rupees one hundred and twenty five crores) be increased to Rs 1,50,00,00,000 (Rupees one hundred and fifty crores) consisting of 15,00,00,000 Equity Shares of Rs. 10/- each by creation of 2,50,00,000 Equity Shares of Rs. 10 each ranking pari passu with the existing Equity Shares”

“RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby amended by substituting it with the following:

V The authorised share capital of the Company is Rs. 1,500,000,000/- (Rupees one thousand and five hundred million only) divided into 150,000,000 (one hundred and fifty million) Equity Shares of Rs 10/- each

The Company has the power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions, or restrictions, as may be determined by or in accordance with the Articles of Association of the Company, or to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislature provisions for the time being in force in that behalf”

11. 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 198, 310 and other applicable provisions if any, of the Companies Act, 1956 (the Act) and subject to Central Government permission being obtained, approval of the members be and is hereby accorded to providing a chauffeur driven car to Mr. R. K. Bhargava, Non- Executive Director, for official purposes, on a full time basis till the time he is a Director of the Company with the monetary value of revenue expenses, including depreciation being restricted to Rs 2,00,000/- per annum.”

“RESOLVED FURTHER THAT the Company do hereby make an application to the Central Government under Section 198 for approval for providing a chauffeur driven car to Mr. RK Bhargava, Non- Executive Director.”

“RESOLVED FURTHER THAT Mr. Pradeep Puri, President & CEO and Ms. Monisha Macedo, Company Secretary, be and are hereby severally authorised, to take all necessary steps to give effect to the foregoing resolution including but not limited to: -

- ⇒ apply/represent the case before the Department of Company Affairs, Government of India or any other statutory/regulatory authorities for approval
- ⇒ correspond with the concerned authorities for and on behalf of the Company
- ⇒ Issue Public Notices in terms of the provisions of the Companies Act, 1956”

By order of the Board
For NOIDA TOLL BRIDGE COMPANY LTD

Mr. Gopi K. Arora
Chairman

New Delhi
Date: July 28, 2003

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself and such proxy need not be a member of the company.
2. Proxies 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
3. The Register of Members and Share Transfer Books shall remain closed from September 11, 2003 to September 15, 2003 (both days inclusive).
4. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, is annexed hereto and forms part of the Notice.
5. Please bring your copy of the Annual Report to the Meeting.
6. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11.00 a.m to 1.00 p.m on any working day prior to the date of the Meeting and also at the Meeting.
7. Members intending to require information about Accounts to be explained at the Meeting are requested to write to the Company at least 10 days in advance of the AGM.
8. Information under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of Directors seeking re-appointment at the AGM (Item Nos. 2, 3 & 4) is given after the Explanatory Statement.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

Item No. 6

In terms of the provisions of the Amended and Restated Shareholders Agreement signed by the Company with New Okhla Industrial Development Authority (NOIDA), Infrastructure Leasing & Financial Services Limited, Intertoll Management Services BV, DAI (India) Limited, Asian Infrastructure Mezzanine Capital Fund, IL&FS Trust Company Limited, and IFCI Limited and in terms of Clause 123 A of the Articles of Association of the Company, NOIDA has the right to appoint a Nominee Director on the Board of Directors of the Company.

Accordingly, Dr. Om Prakash, CEO, NOIDA was appointed as an Additional Director representing NOIDA, in his ex- officio capacity at the Board Meeting held on February 28, 2003 and vacates his office at the forthcoming Annual General Meeting of the Company. Your Company has received a proposal from a Member of the Company under Section 257 of the Companies Act, 1956 for the appointment of Dr. Om Prakash as Director.

Dr. Om Prakash has been in the Indian Administrative Services since 1977. He is currently the Chief Executive Officer of New Okhla Industrial Development Authority.

He is not on the Board of Directors of any other Company.

The resolution is proposed for your approval. Dr. Om Prakash may be deemed to be concerned or interested in the passing of the resolution appointing himself. None of the other Directors are to be deemed to be concerned or interested in the passing of the resolution.

Item No. 7

In terms of the provisions of the Amended and Restated Shareholders Agreement signed by the Company with New Okhla Industrial Development Authority, Infrastructure Leasing & Financial Services Limited, Intertoll Management Services BV, DAI (India) Limited, Asian Infrastructure Mezzanine Capital Fund, IL&FS Trust Company Limited, and IFCI Limited, Share Subscription Agreement dated 26th March 1999 signed with AIMCF and PAII (Mauritius) Company Ltd. and in terms of Clause 123 A of the Articles of Association of the Company, AIMCF has the right to appoint a non-retiring Nominee Director on the Board of Directors of the Company.

Mr. Stephen Temple has been nominated on the Board of Directors to represent AIMCF. He has 15 years experience in the Funds Management sector. He is Director of Darby Asia Investors (HK) Ltd., DAI (Mauritius) Company Limited, DAI (India) Ltd., AIMCF Labuan, AIMCF Labuan II, AIMCF (Cayman Islands) Limited, Spice Communications Limited.

Prior to joining Darby in March 2002, Mr. Temple was Senior Advisor for Prudential Asia Infrastructure Investors Limited, the Principal Investment Advisor to the Asian Infrastructure Mezzanine Capital Fund. Prior to this appointment, he held several executive positions since 1988 at the international investment company Brierley Investments Limited. Mr. Temple was based in Hong Kong for most of this period as Director of BIL Asia Holdings Limited responsible for the origination, structuring, and monitoring of investments in the Asian region. Mr. Temple was also Managing Director for BIL Asia Group Treasury Limited, the international financing vehicle for the Group, and a major issuer in the Asian capital markets. During his employment with BIL, Mr. Temple was Chairman of Asia Power Developments Limited, a company that was established in 1993 to originate, develop and operate geothermal and hydro power projects in Asia. He was also Chairman of the 110 MW Wayang Windu IPP project, which achieved financial closure in 1997. Mr. Temple was responsible for the commissioning of the plant and managed the sale of the investment to a strategic investor in 2001. Mr. Temple received a BA in Political Science from FIU, a Masters in International Management from Schiller International University, Heidelberg and was a graduate in the CSEP program from Columbia University.

Accordingly, this resolution is proposed for your approval.

None of the Directors are concerned or interested in the passing of this resolution other than Mr. Stephen Temple himself.

Item No. 8

Mr. T. T. Joseph is the Principal Secretary, Public Works Department, Delhi. He has been appointed as a Director, in his ex- officio capacity.

Mr. Joseph is a member of the Indian Administrative Services. He has over 34 years of experience in managerial positions in Government Departments and Public Sector Undertakings. Presently posted as Principal Secretary (Public Works Department), Government of National Capital Territory of Delhi and Chairman, Delhi Subordinate Services Selection Board.

He is not on the Board of Directors of any other Company.

Accordingly, this resolution is proposed for your approval.

None of the Directors are concerned or interested in the passing of this resolution other than Mr. TT Joseph himself

Item No. 9

Mr. K. Ramchand was originally appointed in a casual vacancy and his term of office expires at this Annual General Meeting. A notice under Section 257 has been received from a shareholder, proposing his candidature.

Mr. K Ramchand, a Civil Engineer with a postgraduate degree in Development Planning, is currently the President and Chief Executive Officer of Consolidated Toll Networks Pvt Ltd (CTNL) a company set up by Infrastructure Leasing and Financial Services Ltd. Mr. Ramchand worked on a large number of consulting assignments with Operations Research Group, Dalal Consultants, MMRDA and CIDCO.

With over 20 years of experience in the Urban and Transport Sector, he has been actively engaged in creating and developing frameworks to enable commercialisation of the Transport and Urban Infrastructure sector in India. In the recent past he has been involved in a large number of private infrastructure initiatives including the successful commissioning (within time and budget) of various Toll Road projects in Gujarat.

Mr. K Ramchand is the Managing Director of North Karnataka Expressway Limited. He is on the Board of Directors of Vadodara Halol Toll Road Company Ltd., Ahmedabad Mehsana Toll Road Company Ltd., Gujarat Toll Road Investment Company Ltd., Gujarat State Road Development Corporation Ltd., Tamil Nadu Road

Development Corporation Ltd., Narmada Infrastructure Construction Enterprise Ltd., Learnet India Limited, MP Toll Road Limited, Jas Toll Road Limited.

Mr. Ramchand is a member of the Audit Committee of Gujarat Toll Road Investment Company Limited and Learnet India Limited, member of the Allotment Committee of Learnet India Limited and North Karnataka Expressway Limited, member of the Share Transfer Committee of Learnet India and North Karnataka Expressway Limited, member of the Finance Committee of Ahmedabad Mehsana Toll Road Limited, member of the Remuneration/ Compensation Committee of Learnet India Limited. He is a member of the Executive Committee and Project Monitoring Committee of North Karnataka Expressway Limited.

The resolution is proposed for your approval. Mr. K Ramchand may be deemed to be concerned or interested in the passing of the resolution appointing himself. None of the other Directors are deemed to be concerned or interested in the passing of the resolution.

Item No. 10

Since the DND Flyway was opened to traffic on February 7, 2001, the traffic witnessed on the bridge has been well below the projections, which can be attributed mainly to the lack of commercial vehicles. As a result of this shortfall, the revenue earned was not sufficient to service the debt component of the Project funding. The Company hence approached the Senior Lenders to the Project to consider restructuring the debt to match the Company's earnings profile. The Company's debt restructuring package was approved by the Corporate Debt Restructuring (CDR) Empowered Group of Banks and Financial Institutions on October 29, 2002 with retrospective effect from April 1, 2002. As a part of this approved package, the Company is required to raise Equity Capital of approximately Rs. 25 crores to finance the Mayur Vihar Link Road and Network Improvement Projects. Hence, the Company's Authorised Share Capital which is currently Rs. 125 crores (whereas the Paid up and Issued Capital is 122.4 crores), is proposed to be increased from 125 crores to 150 crores.

None of the Directors are concerned or interested in the passing of this resolution.

Item No. 11

The Company currently has a car and driver, which is used for Board Meetings and other official work. This car has been given to Mr. RK Bhargava, Non-Executive Director, from time to time, for attending meetings on behalf of the Company. Mr. Bhargava has, on a continuous basis provided professional support and advice to the Company and his inputs and representations on behalf of the Company, with various government authorities/departments have been of tremendous help to the Company. It is proposed that a chauffeur driven car be made available to Mr. R.K.Bhargava for conducting official work on behalf of the Company.

None of the Directors except Mr. R. K. Bhargava is deemed to be concerned or interested in this resolution.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES

Item No. 2

Mr. R. K. Bhargava, Independent Director, was last re-appointed at the Annual General Meeting held on April 29, 2000. Mr. Bhargava is due to retire by rotation and being eligible, offers himself for re-appointment.

Mr. Bhargava retired from the I.A.S. after a distinguished career in the Central and UP State Government. He served as Union Home Secretary, Secretary Urban Development, Secretary Information and Broadcasting in the Union Government. He also served as Chief Secretary in the Government of UP, as Secretary Industry, Secretary Irrigation & Power and Agriculture Production Commissioner of the State. Mr. Bhargava was the founder of New Okhla Industrial Development Authority and Chairman India Habitat Centre. He initiated the proposal of the Noida Toll Bridge as Union Secretary for Urban Development.

Mr. Bhargava is currently the Chairman of Asian Hotels Limited and WBW Consultants Private Limited. He is on the Board of Directors of Kajaria Ceramics, Duncan's Limited, Innova Securities Ltd., JCL International Ltd., H.B. Portfolio Company Limited, Vidhi Vedika Heritage (Pvt.) Limited and BLS Assets Reconstruction Company Limited.

Mr. Bhargava is a Chairman of the Audit Committee of Asian Hotels Limited and Chairman of the Investor Grievance Committee of Noida Toll Bridge Company Limited. He is a Member of the Share Transfer Committee of Asian Hotels Limited and H B Portfolio, a member of the Remuneration Committee of Asian Hotels Limited, a member of the Audit Committee of Duncan's Limited and Noida Toll Bridge Company Limited. He is a member of Marketing Committee, Allotment Committee and Committee of Directors-Restructuring of Noida toll bridge Company Limited.

The resolution is proposed for your approval. Mr. Bhargava may be deemed to be concerned or interested in the passing of the resolution appointing himself. None of the other Directors are to be deemed to be concerned or interested in the passing of the resolution.

Item No. 3

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

Mr. Parthasarathy is Vice President & Managing Director, Infrastructure Leasing & Financial Services Limited (IL&FS). Mr. Parthasarathy is responsible for the over all operations of IL&FS. IL&FS commenced operations in 1988 and is a Financial Institution with a focus on commercialisation of infrastructure projects. IL&FS is currently promoting diverse projects in surface transport, power, telecommunications, water supply and area development. In financial services, IL&FS focuses on corporate finance, broking, asset management and venture capital. Prior to IL&FS, Mr. Parthasarathy worked with 20th Century Finance Corporation Limited, which grew to be the largest private sector company in financial services and Citibank where he gained exposure to merchant banking and corporate banking.

Mr. Parthasarathy is the Chairman of Schoolnet India Limited, Investsmart India Limited, Tamil Nadu Road Development Company Limited, IL&FS Asset Management Company Limited and PDCOR Limited.

Mr. Parthasarathy is on the Board of Directors of National Stock Exchange of India Limited, Orix Auto & Business Solutions Limited, New Tirupur Area Development Corporation Limited, IL&FS Investment Managers Limited, Tata Finance Limited, Digital Global Soft Limited, IPFonline Limited, Consolidated Toll Network India Limited, Pathfinder Investment Company Private Limited and Ambit Corporate Finance Private Limited.

Mr. Parthasarathy is a Chairman of the Audit Committee of Tamil Nadu Road Development Company Limited, member of the Audit Committee of Digital Global Soft Limited and Tata Finance Limited. He is a Chairman of the Corporate Governance Committee of Digital Global Soft Limited. He is a member of the Compensation Committee of IL&FS Asset Management Company Limited, Schoolnet India Limited, Orix Auto & Business Solutions Limited, IL&FS Investment Managers Limited and a member of the HRD Committee of Noida Toll Bridge Company Limited. He is a member of Committee of Directors, IL&FS and a member of Sub- Committee of the Board to Borrow Funds of New Tirupur Area Development Corporation Limited.

The resolution is proposed for your approval. Mr. Ravi Parthasarathy may be deemed to be concerned or interested in the passing of the resolution appointing himself. None of the other Directors are deemed to be concerned or interested in the passing of the resolution.

Item No. 4

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

Mr. Sankaran is Managing Director of Schoolnet India Limited, an institution promoted by Infrastructure Leasing & Financial Services Ltd (IL & FS). Schoolnet is committed to enhancing the quality and delivery of education across the learner spectrum and learning segments.

Mr. Sankaran is an Executive Director on the Board of Directors of Infrastructure Leasing & Financial Services Ltd. (IL&FS). In this capacity, Mr.Sankaran oversees the infrastructure activities of IL&FS on an all India basis. IL&FS plays a variety of roles ranging from project advisory to project sponsorship and project development. In addition, IL&FS offers investment banking and merchant banking support to infrastructure projects.



**Noida
Toll Bridge Co. Ltd.**

Mr. Sankaran also works closely with Government, both State and Central, in formulating appropriate policies to foster public private partnerships in the infrastructure sector. As a member of several committees, he has been closely associated with developments in this sector.

Prior to joining IL&FS, Mr. Sankaran worked with ICICI in its project finance department. Mr. Sankaran received his MSc in economics from London School of Economics, UK.

Mr. Sankaran is the Chairman of Learnet India Limited. Mr. Sankaran is on the Board of Directors of Vadodara-Halol Toll Road Company Limited, PDCOR Limited, Tamil Nadu Road Development Co. Limited, Ahmedabad Mahsana Toll Road Co. Limited, Gujarat Toll Road Investment Company Limited, Tamil Nadu Water Investment Company Limited, Ecosmartindia Limited, IL&FS Infrastructure Development Corporation Limited, Consolidated Toll Network India Limited, Tamil Nadu Urban Infrastructure Trustee Co. Ltd. and North Karnataka Expressway Limited.

Mr. Sankaran is a member of the Committee of Directors, Infrastructure Leasing & Financial Services Limited and Schoolnet India Limited, member of the Administrative Committee of Infrastructure Leasing & Financial Services Limited, a member of Approvals Committee of Schoolnet India Limited, member of Share Transfer Committee of Schoolnet India Limited and Learnet India Limited, IL&FS Infrastructure Development Corporation Ltd, Consolidated Toll Network India Ltd and North Karnataka Expressway Limited, a member of the Allotment Committee of Schoolnet India Ltd, Consolidated Toll Network India Ltd, IL&FS Infrastructure Development Corporation Ltd and North Karnataka Expressway Ltd. He is a member of the Remuneration Committee of Learnet India Ltd, Noida Toll Bridge Company Limited, Consolidated Toll Network India Ltd, IL&FS Infrastructure Development Corporation Ltd and Tamil Nadu Road Development Company Limited, a member of the Audit Committee of Learnet India Limited and Consolidated Toll Network India Limited, a member of the Investment Committee of Consolidated Toll Network India Limited, a member of the Toll Review Committee of Tamil Nadu Road Development Company Ltd, a member of the Finance Committee of Ahmedabad-Mehsana Toll Road Company Limited.

The resolution is proposed for your approval. Mr. Hari Sankaran may be deemed to be concerned or interested in the passing of the resolution appointing himself. None of the other Directors are deemed to be concerned or interested in the passing of the resolution.

By order of the Board
For NOIDA TOLL BRIDGE COMPANY LTD

Mr. Gopi Arora
Chairman

New Delhi
Date: July 28, 2003

#34259

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Noida
Toll Bridge Co. Ltd.

NOIDA TOLL BRIDGE COMPANY LIMITED

Regd. Office : 205, 2nd Floor, Ocean Plaza, Sector 18, Noida-201 301 Uttar Pradesh

(PARTICULARS OF EMPLOYEES) RULES, 1975 AND FORMING PART OF THE STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO THE PROVISION OF SECTION 217(2A) OF THE COMPANIES ACT, 1956, READ WITH THE COMPANIES DIRECTOR'S REPORT FOR THE YEAR ENDED MARCH 31, 2003

Part A: Employed throughout the Financial year under review and were in receipt of remuneration in aggregate of not less than Rs.2,00,000/- per month

S. No.	Name	Age	Qualifications & experience (Years)	Date of commencement of employment	Designation & nature of duties	Last Employment held	Remuneration received (Gross) (Rs.)
1.	Puri Pradeep	47	M.A. (Hons.) IAS	20/08/1998	President & CEO	IL&FS/CEO	6,109,290

Part B: Employed for the part of the Financial year under review and were in receipt of remuneration in aggregate of not less than Rs.200,000/- per month

S. No.	Name	Age	Qualifications & experience (Years)	Date of commencement of employment	Designation & nature of duties	Last Employment held	Remuneration received (Gross) (Rs.)
2.	Viswanathan G	62	BSC. B. TECH CIVIL, 32 Years	14/12/1998	Chief Operating Officer	Concrete Consultants/ Director	539,082

Notes :

1. Gross Remuneration includes salary, taxable allowances, value of perquisites as per Income Tax Rules, 1962 & Company's contribution to Provident Fund & Superannuation Fund (does not include contribution to Gratuity Fund).
2. None of the above employees is related to any Director of the Company.

New Delhi
July 28, 2003



**Noida
Toll Bridge Co. Ltd.**

NOIDA TOLL BRIDGE COMPANY LIMITED

Regd. Office : 205, 2nd Floor, Ocean Plaza, Sector 18, Noida 201 301, Uttar Pradesh

7th Annual General Meeting to be held on September 16, 2003

ATTENDANCE SLIP

(Please fill in the Attendance slip and hand it over at the entrance of the Meeting Hall)

Regd. Folio No. :

No. of shares held

Name & Address of the Shareholder member

Name of the Proxy holder

I hereby record my presence at the Annual General Meeting of the Company held on Tuesday, the September 16, 2003 at 10.30 a.m. at Marwah Films & Video Studio, FC-14/15, Film City, Sector-16A, Noida-201 301, U.P.

Signature of the Shareholder member/Proxy holder/Representatives*

* Strike out whichever is not applicable



**Noida
Toll Bridge Co. Ltd.**

NOIDA TOLL BRIDGE COMPANY LIMITED

Regd. Office : 205, 2nd Floor, Ocean Plaza, Sector 18, Noida 201 301, Uttar Pradesh

7th Annual General Meeting to be held on September 16, 2003

FORM 'B'

PROXY

(To be filled in and signed by the Shareholder member)

I/We Resident/s of.....

in the district of in the State of.....being a shareholder member/shareholder members of the Noida Toll Bridge Company Limited hereby appoint Shri/Smt.....resident of..... in the district ofin the State of..... or failing him/her, Shri/Smt..... resident of.....in the district of.....in the State of.....as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Shareholder members of Noida Toll Bridge Company Limited to be held on Tuesday September 16, 2003 at 10.30 a.m. at

Signed this..... day of2003

Regd. Folio No. :

No. of Shares

Please affix
One Rupee
Revenue
Stamp

.....
Signature of Proxy

.....
Signature of the first named/sole shareholder

Name & Address :



**Noida
Toll Bridge Co. Ltd.**

BOARD OF DIRECTORS

Gopi K Arora
Chairman

R K Bhargava

T T Joseph

Om Prakash

P K Sethi

Prabil Raj

Ravi Parthasarathy

Hari Sankaran

K Ramchand

Stephen Temple

Shahzaad Dalal

Santosh Senapati

Tim Woodhead

Pradeep Puri
President & CEO

Monisha Macedo
Company Secretary

Audit Committee

Gopi K Arora
Chairman

R K Bhargava

Prabil Raj

Santosh Senapati

Monisha Macedo
Company Secretary

HRD Committee

Gopi K Arora
Chairman

Ravi Parthasarathy
Hari Sankaran

Investor Grievance Committee

R K Bhargava
Chairman

Gopi K Arora



DIRECTORS' REPORT

Your Directors have pleasure in presenting the Seventh Annual Report together with the Audited Accounts for the year ended March 31, 2003.

FINANCIAL HIGHLIGHTS 2002-03

(Rs in Million)

	Year ended 31.3.2003	Year ended 31.3.2002
Toll Revenue	164.47	97.16
Other Income	22.88	20.93
Operating & Administration Expenses	82.29	64.85
Miscellaneous Expenditure written off	15.17	15.17
Profit before Interest & Depreciation	89.89	38.07
Interest & Finance charges	312.53	426.00
Depreciation	63.34	68.31
Net Loss carried to Balance Sheet	285.98	456.24

The interest and finance charges have been reduced consequent to Debt Restructuring of the Company w.e.f April 1, 2002 and conversion of FCDs into Equity on November 3, 2002.

As per the Concession Agreement which your Company had entered into with New Okhla Industrial Development Authority (NOIDA) and Infrastructure Leasing & Financial Services Limited (IL&FS), your Company would be entitled to a designated rate of return on the Project Cost during the Concession Period. The Independent Auditor namely M/s. A F Ferguson & Company, Chartered Accountants, have determined accrued return as designated under the Concession Agreement and due to the Company till March 31, 2003. As per the Independent Auditors the total amount to be recovered upto March 31, 2003 under the Concession Agreement including 20% return on the project cost aggregates to Rs. 5924.03 million.

DEBT RESTRUCTURING

The Company had approached banks and financial institutions providing financial assistance to the Company for restructuring of debts and interest liability. The restructuring has been approved by the Corporate Debt Restructuring Empowered group (CDR) of the banks and financial institutions at its meeting held on October 29, 2002 giving effect to the proposals with effect from April 1, 2002. The salient features of the proposal are as under:

1. Reduction of the rate of interest to be paid to the Banks and Financial Institutions.
2. Bifurcation of the outstanding loan of the Financial Institutions as on March 31, 2002 equally into Part A and Part B. Whereas the Part A is to be converted into Zero Coupon Bonds, Part B will remain as term loan.
3. Issue of Zero Coupon Bonds to Banks and Financial Institutions for sacrifice of their future interest obligations by charging a reduced rate of interest on the outstanding principal as on March 31, 2002.
4. Deferred payment of interest and funding of the balance interest.
5. Infusion of Equity Capital.
6. Income from land development rights to repay the restructured debt as well as the sacrifice made by the lenders towards reduction in the interest rates.



State Bank of India has been appointed by the CDR Cell as Monitoring Agent to oversee the implementation of the approved package and to forward periodical Reports to the CDR Cell on the progress in the implementation of the approved package.

Details of the Restructuring package have been provided in the Notes forming a part of the Accounts.

DIVIDEND

Since the Company has not begun making profits, the Directors do not recommend any dividend for the year.

OPERATIONS:

Traffic Growth

The traffic has shown a positive growth rate of 2-3% p.m during 2002-2003. The average daily traffic (ADT) during the year was 38,474 vehicles as against 22,634 vehicles in the previous year (70% increase). The month-wise traffic and revenue data is presented in Table 1 below:

Table 1

Traffic and Toll Revenue on DND Flyway (April-2002 –March 2003)

Month	Commercial	2 Wheelers	Cars	Total	Growth*	Revenue	Growth*
Mar-02	20499	8543	678	29720		333,188	
Apr-02	22703	9867	726	33295	12.0%	371621	11.5%
May-02	23057	9836	746	33639	1.0%	373957	0.6%
Jun-02	22608	10096	756	33460	-0.5%	370656	-0.9%
Jul-02	24407	10939	727	36072	7.8%	398464	7.5%
Aug-02	25524	11046	759	37329	3.5%	435761	9.4%
Sep-02	26387	11579	802	38767	3.9%	450127	3.3%
Oct-02	27436	12333	942	40712	5.0%	472785	5.0%
Nov-02	29700	12002	930	42632	4.7%	502274	6.2%
Dec-02	28350	11189	921	40460	-5.1%	497431	-1.0%
Jan-03	28911	10011	918	39840	-1.5%	496726	-0.1%
Feb-03	31525	11356	1122	44004	10.5%	559073	12.6%
Mar-03	29138	11376	961	41474	-5.7%	518092	-7.3%
Average	26645	10969	859	38474	2.8%	450595	3.7%
Annual Growth**	41%	31%	41%	38%		55%	

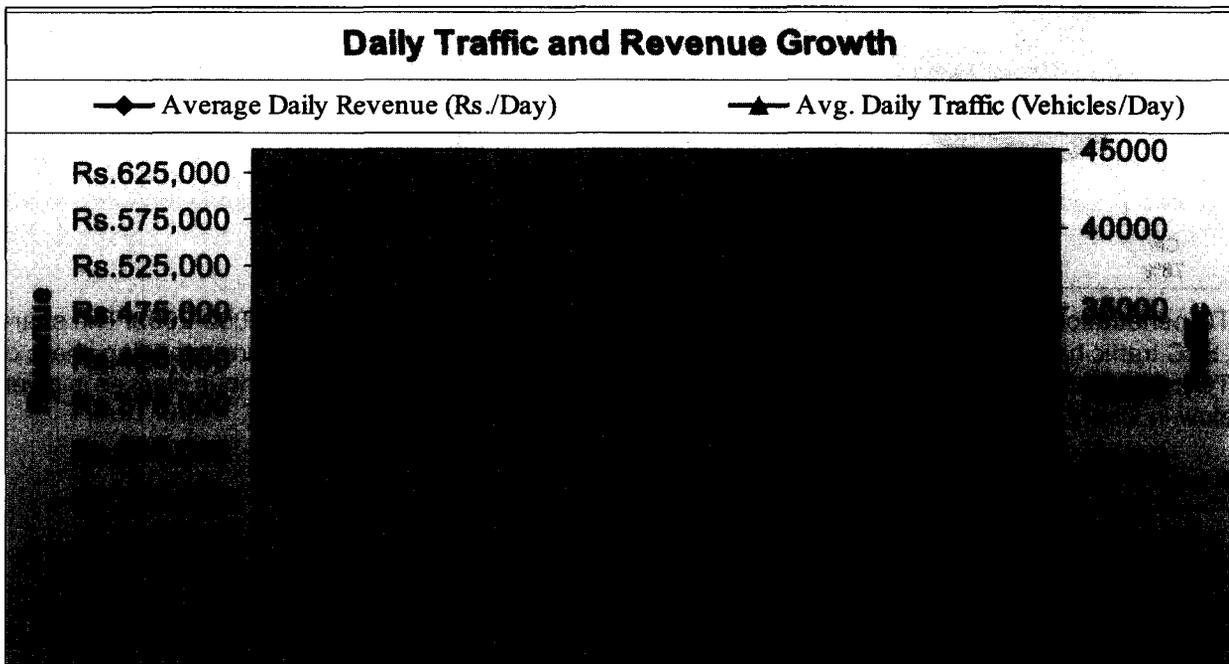
*over the previous month.

** March 2003 over March 2002

The Average Daily Traffic (ADT) in the month of March 2002 was 29,720 vehicles and the corresponding Average Daily Toll Collection (ADTC) was Rs 3.33 lacs. The ADT and ADTC increased to 41,474 vehicles and Rs. 5.18 lacs/day by March 2003 i.e. an annual growth of 40% in traffic and 55% in toll revenue.

The monthly traffic and revenue growth is depicted in Chart 1.

Chart 1



It may be noted there has been a secular increase in traffic during the first quarter of financial year 2003-2004. Traffic has crossed 50,000 PCUs on several days during the month of July, 2003.

The traffic mainly comprised of Cars (69%) and Two Wheelers (29%). Whereas Cars contributed to 78% of the total revenue, 2-wheelers and Commercial vehicles accounted for 16% and 6% respectively. The vehicle class-wise distribution of traffic is shown below in Chart 2.

Chart 2-1

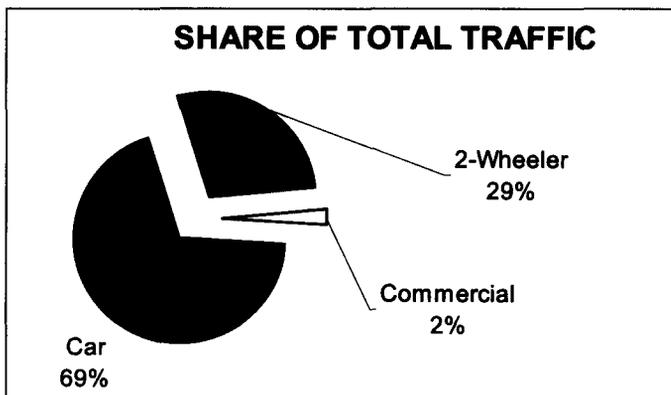
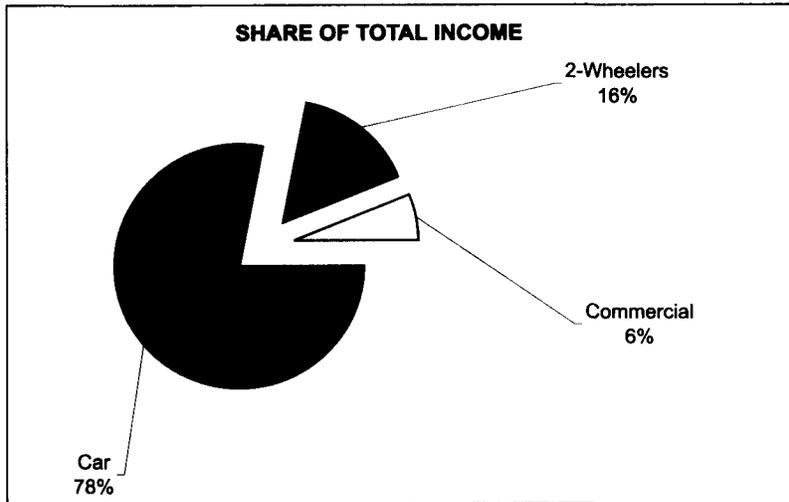
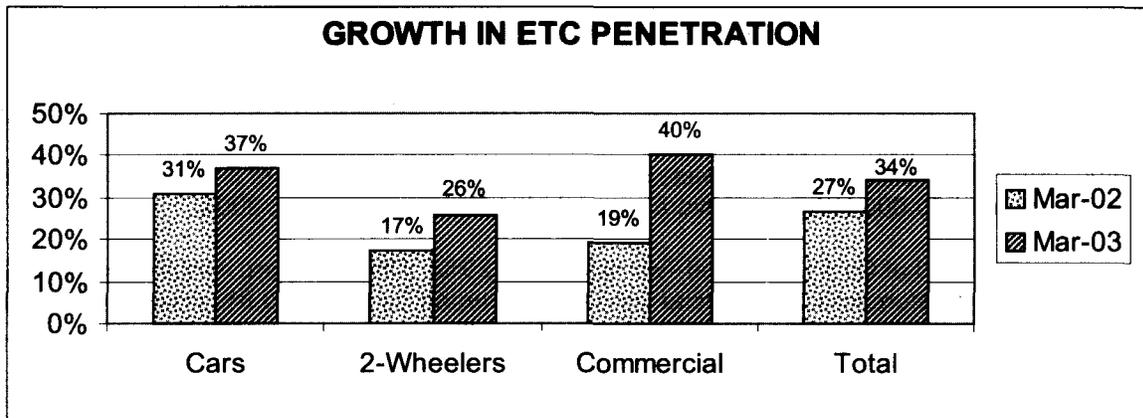


Chart-2-2



ETC penetration i.e. prepayment of toll, has also shown a steady increase during 2002-2003. The share of ETC traffic has increased from 27% in March 2002 to 34% in March 2003. The corresponding share of ETC in total toll income was 21% and 29% respectively. The ETC penetration in various classes is given below in Chart 3.

Chart 3



Development Rights

Anticipating a revenue shortfall, the Company has invoked the Development Rights under the Concession Agreement for implementing the development projects that would provide liquidity in the initial years. The Company is in possession of about 100 acres of land out of which 34 acres is in Noida and the balance in Delhi. NOIDA had "in-principle" agreed to grant development rights. The Company is confident that it will be able to generate Development Income of Rs 100 crores by March 2006 and has entered into an agreement with M/s Hiranandani Developers (P) Ltd., one of the reputed real estate developers in the country for implementation of the development rights. In the event that the Development Rights accrue to the Company in their totality, the revenue shall be utilised to de-leverage the Company.



New Links

The Company has invited tenders for the Mayur Vihar Link Project. The project when completed will result in further saving in travel time and distance, inducing Mayur Vihar residents to use the DND Flyway as their preferred route to South Delhi. In the first phase, a 2 lane one way link in the Delhi to Mayur Vihar direction is being implemented which will be followed up by a parallel link in the Mayur Vihar to Delhi direction based on the response received. The initial traffic on the Mayur Vihar Link Project is expected to be approximately 10,000 vehicles per day, which will substantially increase once the Kalindi Bypass and its linkage to DND Flyway are in place.

A detailed analysis of the competition, threats, opportunities and outlook for the project has been provided in the Management Discussion and Analysis Report attached to this report

CREDIT RATING:

CARE has retained the rating of CARE AAA (SO) (Triple A – Structured Obligation) for the Secured Deep Discount Bonds (DDB) of the Company. The Secured 14% Fully Convertible Debentures (FCD) issued by the Company vide the Public Issue, were compulsorily converted on November 3, 2002 and hence the CARE AAA (SO) rating for the same was withdrawn thereafter. The rating for the DDB is based on the credit enhancement in the form of an irrevocable repurchase guarantee available to the DDB holders for selling the DDBs to Infrastructure Development Finance Company Ltd. and Infrastructure Leasing & Financial Services Ltd. (IL&FS) in the 5th and 9th years.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A Management Discussion & Analysis Report is attached to this report.

SHARE CAPITAL:

The Company's Fully Convertible Debentures were compulsorily converted into Equity Shares at par on November 3, 2002, pursuant to which the Company's Equity Share Capital is Rs 1224 million.

Pursuant to the terms of the approval of the Company's debt restructuring package by the Corporate Debt Restructuring Empowered Group of Banks and Financial Institutions, the Company is required to raise Equity Capital upto Rs. 25 crores to finance certain network improvement measures. Accordingly, the Authorised Capital of the Company is proposed to be raised by Rs. 25 crores at the forthcoming Annual General Meeting. Further, the Company has filed an Offer Document for a Rights Issue of Equity Shares at par, aggregating to Rs. 10.2 crores with the Securities & Exchange Board of India.

DIRECTORS:

Mr. Dharmendra Deo, CEO, New Okhla Industrial Development Authority, was appointed in his ex-officio capacity as Director in the casual vacancy caused by the resignation of Mr. V. K. Malhotra on May 17, 2002. Consequent to a change in his portfolio, his resignation was taken on record at the Meeting of the Board of Directors of the Company held on September 6, 2002.

Mr. Deo Datta, Additional CEO, New Okhla Industrial Development Authority, was appointed in his ex-officio capacity as an Additional Director in the Meeting of the Board of Directors of the Company held on May 17, 2002. Due to a change in his portfolio, his resignation was taken on record at the Meeting of the Board of Directors of the Company held on September 6, 2002.

Mr. Graham Jang, representing Asian Infrastructure Mezzanine Capital Fund (AIMCF), resigned from the Board of Directors with effect from May 31, 2002.

Mr. Stephen Temple was nominated by Asian Infrastructure Mezzanine Capital Fund (AIMCF) to fill the vacancy caused by the resignation of Mr. Graham Jang, at the Meeting of the Board of Directors of the Company held on September 6, 2002. The Company has received a proposal from a Member of the Company under Section 257 of the Companies Act, 1956, for the appointment of Mr. Stephen Temple as Director.

Mr. Shardul Shroff resigned from the Board of Directors with effect from August 16, 2002.

Mr. Dharmendra, Deputy Secretary (UC&D), Ministry of Urban Development & Poverty Alleviation was transferred from his post and his resignation from the Board of Directors of the Company was taken on record with effect from September 6, 2002.

Mr. R.S. Sandhu, Nominee Director, representing IFCI Ltd., resigned from the Board of Directors with effect from September 6, 2002.

Mr. Prabil Raj was appointed as a Non- Retiring, Nominee Director, representing IFCI in the Meeting of the Board of Directors of the Company held on September 6, 2002.

Mr. Pradeep Kumar Sethi was appointed as a Non- Retiring, Nominee Director representing Industrial Development Bank of India with effect from September 24, 2002.

Dr. Archana Hingorani attended Board Meetings held on September 6, 2002 and November 19, 2002 as Alternate Director to Mr. Stephen Temple representing Asian Infrastructure Mezzanine Capital Fund (AIMCF).

Mr. David William attended a Board Meeting held on September 6, 2002 as Alternate Director to Mr. Timothy Woodhead, representing the O&M Operator, Intertoll.

Dr. Om Prakash, CEO, New Okhla Industrial Development Authority (NOIDA), was appointed as an Additional Director representing NOIDA, in his ex- officio capacity at the Board Meeting held on February 28, 2003 and vacates his office at the forthcoming Annual General Meeting of the Company. The Company has received a proposal from a Member of the Company under Section 257 of the Companies Act, 1956, for the appointment of Dr. Om Prakash as Director.

Mr. T.T. Joseph, Principal Secretary, Public Works Department, Delhi, was appointed as an Additional Director in his ex- officio capacity at the Board Meeting held on May 27, 2003 and vacates his office at the forthcoming Annual General Meeting of the Company. The Company has received a proposal from a Member of the Company under Section 257 of the Companies Act, 1956, for the appointment of Mr. T. T. Joseph as Director.

Mr. K Ramchand was initially appointed in a casual vacancy. His term expires at this Annual General Meeting. The Company has received a proposal from a Member of the Company under Section 257 of the Companies Act, 1956, for the appointment of Mr. K Ramchand as Director.

In accordance with the requirements of the Companies Act, 1956 one third of the Directors are liable to retire by rotation. Mr. Ravi Parthasarathy, Mr. R K Bhargava and Mr. Hari Sankaran, Directors, are due to retire by rotation at this seventh Annual General Meeting. They are eligible for re-appointment.

FIXED DEPOSITS:

The Company has not accepted any Fixed Deposits during the year under review.



PROJECTED VERSUS ACTUAL PROFITABILITY:

A statement showing the utilisation of the entire Public Issue proceeds was provided in the Directors' Report for FY 2000-2001.

The comparative figures for projected versus Actual Profit after Tax (PAT) for the year 2002- 2003 are as under:

Projected PAT	32 million
Actual PAT	(286 million)

LISTING:

The Company's Equity Shares aggregating to Rs. 1224 million and secured Deep Discount Bonds aggregating to Rs. 500 million are listed on the following three Stock Exchanges:

The U P Stock Exchange Assn. Ltd.
Padam Towers
14/113 Civil Lines
Kanpur

The Stock Exchange, Mumbai
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai – 400 001

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

The Annual Listing Fees for Financial Year 2003-2004 have been paid to all three of the aforementioned Stock Exchanges.

PARTICULARS OF EMPLOYEES:

The Company has 14 employees as of March 31, 2003. 2 Employees throughout/part of the year were in receipt of remuneration of Rs. 24,00,000/- or more per annum or Rs. 2,00,000/- or more per month, as the case may be.

In accordance with the provisions of Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 names and other particulars of employees are set out in the annexure to this report.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company does not own any manufacturing facilities hence particulars with regard to energy conservation and technology absorption are not applicable.

The Company had the following foreign exchange outgo :

	<u>As at March 31, 2003 (Rs.)</u>	<u>Previous Year (Rs)</u>
Travel	21,560	1,594,514
Payments to Contractors	2,609,250	2,789,234

The Company does not have any foreign exchange earnings.

CORPORATE GOVERNANCE:

A report on Corporate Governance pursuant to the provisions of Clause 49 of the Listing Agreement is annexed to this report.

AUDITORS' REPORT

The Auditors of the Company in their Report to the Members have expressed the opinion that the consideration for the issue of Series B Zero Coupon Bonds (ZCBs) being the present value of the reduced interest should be amortised over the period of the ZCBs and a corresponding equivalent amount should be brought into the books as Secured Loans. If the foregoing had been carried out, loss for the year and Secured Loans would have been higher by Rs 4.54 crores.

The Company has issued 5,450,000 ZCB- Series B of Rs 100/- each aggregating to Rs 545,000,000/- to Banks and Financial Institutions against the sacrifice made by them by way of reduction of interest rates from the contracted terms, pursuant to the approval of the Company's debt restructuring package by the Corporate Debt Restructuring Empowered Group of Banks and Financial Institutions. The Company has invoked the development rights available under the Concession Agreement as determined by the Independent Auditor. Based on a valuation done by an Independent Professional Firm, the resources realisable on disposal of land development rights on a conservative estimate would be in excess of the amount required by the Company to redeem these ZCBs as well as to repay the principal amount of loan rescheduled as per the terms of restructuring of the debts. The redemption of these ZCBs will be made by March 31, 2014 or such other date as may be agreed by the Banks and Financial Institutions. In view of the foregoing, your Directors feel that amortisation of the liability would not be necessary and the Accounts as presented to the Members together with Notes thereon reflect the correct financial position of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT:

Section 217 (2AA) of the Companies Act, 1956 as amended in December 2000 requires the Board of Directors to provide a statement to the members of the Company in connection with maintenance of books, records, preparation of Annual Accounts in conformity with the accepted accounting standards and past practices followed by the Company. Pursuant to the foregoing, and on the basis of representation received from the Operating Management, and after due enquiry, it is confirmed that:

1. In the preparation of the annual accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.
2. The Directors have selected such Accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
3. The Directors have taken proper and sufficient care for the maintenance of adequate Accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the Annual Accounts on a going concern basis.

STATUTORY AUDITORS:

M/s SB Billimoria & Co., the Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and have expressed their unwillingness to be re-appointed as Auditors of the Company. The management place on record their appreciation for the professional services and advice given by them.

It is proposed to appoint M/s Luthra & Luthra, Chartered Accountants as Auditors of the Company. Confirmation has been received from Luthra & Luthra, Chartered Accountants, to the effect that if appointed, they would be in compliance of Section 224(1) of the Companies Act, 1956. Subject to the shareholders approval, it is proposed that M/s Luthra & Luthra be appointed as the Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

ACKNOWLEDGEMENTS:

The Board of Directors place on record the continued support extended to them by the various Government authorities, Banks, Financial Institutions and Shareholders of the Company.

The Directors would also like to place on record their appreciation for the hard work and dedication of the employees of the Company at all levels.

By order of the Board

For NOIDA TOLL BRIDGE COMPANY LIMITED

Mr. Gopi Arora
Chairman

New Delhi
Date: July 28, 2003

Management Discussion and Analysis Report

Industry Structure and Development

Noida Toll Bridge Co. Ltd. is a special purpose vehicle set up to implement the Delhi-Noida Bridge Project on a BOOT basis. The Delhi-Noida Bridge is a tolled facility connecting Noida to Maharani Bagh in South Delhi across the river Yamuna. The other bridges in the influence area are the Nizamuddin Bridge approximately 3 km upstream of the Delhi-Noida Bridge and the Okhla Barrage, which is about 1 km downstream. The Nizamuddin Bridge and Okhla Barrage cater to about 135,000 and 85,000 PCUs per day respectively. The Delhi Noida Bridge, which has been named DND Flyway, is the only tolled facility.

Opportunities

The commissioning of the Noida – Greater Noida Expressway has given impetus to the development of Greater Noida and opened up new sectors in Noida for commercial growth. The reduced travel time from Delhi has made Noida/Greater Noida attractive destinations and the area is likely to see exponential growth particularly in respect of entertainment infrastructure (multiplexes, shopping malls, amusement parks) and mini townships (Medical City, Biotech City, IT Parks etc). The Company is likely to benefit from this growth.

The Company also sees opportunities for augmenting traffic by road corridor improvements in the influence area, primarily designed to improve the accessibility of the Delhi-Noida Bridge and accentuate time and distance savings. Network improvements and better connectivity are necessary for augmenting traffic on the bridge in the long run, for which Government support is crucial to the Company

Competition/ Threats

The major competition to the Company is from the parallel bridges viz. Nizamuddin Bridge and Okhla Barrage, primarily because these are free to use. The commissioning of the Flyovers at the junctions of UP Link Road and NH 24, Nizamuddin Bridge and Ring Road are likely to improve throughput on Nizamuddin Bridge, which may adversely impact traffic on DND Flyway.

The Concession Agreement provides for traffic risk mitigation measures by allowing for NOIDA to grant Development Rights. The Company has in their possession 100 acres of land in Noida and Delhi, which will be developed in phases, subject to grant of Development Rights by NOIDA/Govt. of UP/ Govt. of Delhi, which are under processing. The denial of Development Rights or conditional grant of the same will also pose a financial threat to the Company.

Class-wise traffic

Class	2 Wheelers	Cars	Trucks/Buses	Total
Projected*	38247	26219	22013	86479
Actual	10969	26645	859	38474
Achievement	29%	102%	4%	44%

* As per the 1997 traffic projections made by M/s. Kampsax International A/S, for 2nd year of operations.

Outlook

The Lenders have approved a debt - restructuring plan for the Company. The interest and repayment has now been linked to the revised traffic projections made by M/s Wilbur Smith Associates in April 2002.



Consequently, the Company has been able to achieve cash break-even during the Financial Year 2002-2003. The actual traffic and income for the year 2002-03 has outperformed the projections adopted for the debt- restructuring plan, by 6% and 20% respectively. The average daily traffic and income increased by 38% and 55% respectively during the year. This has been achieved through optimisation of the pricing and discount strategy, which has favourably impacted the average toll realisation per vehicle. In the last one year, the average toll per vehicle has improved from Rs. 11.06 to Rs. 12.50 and the Company is taking steps to boost the same further.

The Company has entered into a Memorandum of Agreement with M/s Hiranandani Developers Private Limited for implementation of the development rights. The Company is of the view that the association of a leading real estate developer will provide impetus to the process of procuring development rights. The Company is confident of generating Rs 100 crores of development income by March 2006 and implementing the road network improvement plans.

The traffic has shown a buoyancy which augurs well for the future and the Company is confident that with the planned measures, as outlined above, it will be able to meet its commitments to the lenders and other stakeholders in the medium and long term.

Internal Control System and their Adequacy

The Company has a well-defined Internal Control System for all areas of operation which have been defined by the HRD Committee, Audit Committee and Marketing Committee of Directors.

The Toll Collection and Management System has inbuilt self audit capabilities. The Company has independently conducted both system and financial audits on the toll operations.

The Company has introduced internal control systems to monitor business and operational performance, which are aimed at ensuring business integrity and promoting operational efficiency. The Company has appointed M/s. Patel & Deodhar, Chartered Accountants as Internal Auditors to ensure that the Company's systems and practices are designed with adequate internal controls to match the size and nature of operations of the Company.

The Internal Auditors conduct a periodic audit and review covering all operations, based on an audit programme. The reports of the auditors along-with the management response are placed before the Audit Committee for discussion and further action. The Audit Committee also reviews the accounts of the Company before they are submitted to the Board for their approval and adoption.

Financial and Operational Performance

The original revenue projections were based on the traffic studies carried out by M/s Kampsax International in 1997. The actual achievement in comparison to the second year traffic projections projected in the said report is as under :

Projected	:	Rs. 472 million
Actual	:	Rs. 187.35 million
Achievement	:	39.6%

In view of the substantial variation between the projected and actual traffic, a fresh traffic study was carried out through M/s Wilbur Smith Associates (WSA) in April 2002 which has projected the traffic for DND Flyway as given below:



Category ↓ / Year →	2002	2011	2021
Trucks/Buses	1342	2677	3669
Cars	24087	48058	65852
2-Wheelers	12755	25449	34872
Total	38184	76184	104393

The financial projections assumed by State Bank of India, in the debt-restructuring proposal approved by the CDR Cell were based on the above traffic study.

The comparison of actual performance and the projected based on the CDR figures is given below:

Projected Revenue	:	Rs. 309 million
Actual Revenue	:	Rs. 187.35 million
Achievement	:	60.6%

The above projections assume Rs. 150 million of non-traffic i.e. development income, realisation of which has been delayed and is expected to begin in the next financial year. If the development income is excluded from the projections then the achievement is 118%.

As per the revised traffic projections, the expected average daily traffic (ADT) was 36,275 vehicles in the year 2002. The actual ADT achieved during the year 2002-03 was 38,474 comprising 10,969 Two-Wheelers, 26,645 cars and only 859 buses/trucks.

The traffic during the year 2002-03 has been more or less in line with the projections made by WSA. The year - to - year growth has been substantial; from 29,700 vehicle/day in March 2002 the traffic has gone up to about 41,500 vehicle/day in March 2003 i.e. an annual increase of 38%. This is an encouraging trend and indicates buoyancy in traffic which augurs well for the future.

Human Resources

The Company has a lean organisation with a total staff strength of 14. Qualified personnel reporting to the President & CEO, head the key functions such as Finance, Secretarial, Marketing and Operations.

Cautionary Statement

Certain statements in the Management Discussion and Analysis Report describing the Company's objectives, estimates and expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors, which could make a difference to the Company's operations, include traffic, government concessions, network improvements, changes in government regulations and other incidental factors.

REPORT ON CORPORATE GOVERNANCE

1. Corporate Governance

Corporate Governance calls for the affairs of a Company to be controlled and regulated in a manner that is transparent, ethical and accountable. In this pursuit, your Company is committed to transparency in all its dealings and places uncompromising emphasis on integrity and regulatory compliances. The basic philosophy of Corporate Governance in your Company has been to achieve business excellence, to enhance shareholders value, keeping in view the needs and the interest of all its stakeholders.

Your Company continues to follow procedures and practices in conformity with the code of Corporate Governance as enunciated in the Listing Agreement.

The Company believes that emphasis on corporate governance is an important instrument of investor protection besides being indispensable for healthy business growth and resilient and vibrant capital markets. Good corporate governance provides an appropriate framework for the Board and the Management to carry out the objectives that are in the interests of the Company, it's shareholders and investors.

2. Board of Directors

(a) Composition of the Board

The Board of Directors comprises of thirteen members. As on date all the Directors on the Board are non- executive. The Board comprises of an independent Chairman and eleven Independent Directors (which includes 3 Independent Promoter Directors who, as decided by the Board of Directors, are considered to be independent in their judgment and hence termed as Independent Directors) who, bring a wide range of skills and experience to the Board.

The composition of the Board of Directors as on May 27, 2003 is as given below:

	Name	Executive/ Non-Executive	Independent/ others	Representing/ Nominee
1	Mr. Gopi Arora, Chairman	Non-Executive	Independent	–
2.	Mr. RK Bhargava	Non-Executive	Independent	–
3.	Mr. T. T. Joseph	Non-Executive	Independent	–
4.	Dr. Om Prakash	Non-Executive	Nominee Director – Independent	New Okhla Industrial Development Authority
5.	Mr. Prabil Raj	Non-Executive	Nominee Director – Independent	Monitoring Agent / Lenders
6.	Mr. P K Sethi	Non-Executive	Nominee Director – Independent	Industrial Development Bank of India- Lenders
7.	Mr. Ravi Parthasarathy	Non-Executive	Promoter Director – Independent	Infrastructure Leasing & Financial Services (IL&FS)
8.	Mr. Hari Sankaran	Non-Executive	Promoter Director – Independent	IL&FS
9.	Mr. K. Ramchand	Non-Executive	Promoter Director – Independent	IL&FS
10.	Mr. Stephen Temple	Non-Executive	Nominee Director – Independent	Asian Infrastructure Mezzanine Capital Fund
11.	Mr. Shahzaad Dalal	Non-Executive	Nominee Director – Independent	AIG Indian Sectoral Equity Trust
12.	Mr. Santosh Senapati	Non-Executive	Nominee Director – Independent	AIG Indian Sectoral Equity Trust
13.	Mr. Timothy Woodhead	Non-Executive	Nominee Director	O&M Operator / Shareholder

Note: During the course of the year Mr. V. K. Malhotra, Mr. Deo Datta, Mr. Dharmendra Deo, Mr. Dharmendra, Mr. Sanjiv Nair, Mr. R S Sandhu, Mr. Shardul Shroff and Mr. Graham Jang resigned from the Board of Directors.

The composition of the Board is in conformity with the Listing Agreement.

(b) Directorships / Committee Memberships / Chairmanships

Details of the Directorships/ Memberships on Committees of public companies (including Noida Toll Bridge Company Limited) held by all the Directors on the Board are as provided below:

Sl. No.	Board of Directors	No. of Directorships	No. of Memberships	No. of Chairmanships of Committees
1.	Mr. Gopi Arora (Chairman)	11	5	3
2.	Mr. R K Bhargava	8	5	2
3.	Mr. Dharmendra Deo#	1	-	-
4.	Mr. Dharmender*	1	1	-
5.	Mr. Deo Datta#	1	-	-
6.	Mr. T. T. Joseph	1	-	-
7.	Dr. Om Prakash	1	-	-
8.	Mr. Sanjiv Nair	1	-	-
9.	Mr. R.S. Sandhu*	2	1	-
10.	Mr. Prabil Raj	1	1	-
11.	Mr. P K Sethi	2	1	-
12.	Mr. Ravi Parthasarathy	15	8	1
13.	Mr. Hari Sankaran	15	8	-
14.	Mr. K Ramchand	11	5	-
15.	Mr. Graham Jang*	1	-	-
16.	Mr. Stephen Temple	1	-	-
17.	Mr. Shahzaad Dalal	13	10	2
18.	Mr. Santosh Senapati	5	2	-
19.	Mr. Timothy James Woodhead	2	-	-
* Resigned during the year # Appointed and Resigned during the year				

Note :

- (i) For the purpose of considering the total number of Directorships, all public limited companies, whether listed or not, have been considered. Private limited companies, foreign companies and companies under Section 25 of the Companies Act, 1956, however, have not been included. Further only the Audit Committee, the Shareholders'/Investor Grievance Committee and the Remuneration Committee have been considered for calculating the total number of Committee memberships held by a Director.
- (ii) Directorships do not include the Alternate Directorships.
- (iii) Mr. V. K. Malhotra (May 17, 2002), Mr. Sanjiv Nair (May 17, 2002), Mr. Deo Datta (September 6, 2002), Mr. Dharmendra Deo (September 6, 2002), Mr. Dharmendra (September 6, 2002),



Mr. R.S.Sandhu (September 6, 2002), Mr. Shardul Shroff (August 16, 2002) and Mr. Graham Jang (May 31, 2002) have resigned from the Board during the course of the year. Resignation dates in brackets.

(c) **Meetings Held**

Five meetings of the Board of Directors were held in the financial year 2002- 2003 on the following dates:

1. May 17, 2002
2. September 6, 2002
3. November 19, 2002
4. November 27, 2002
5. February 28, 2003

(d) **Attendance**

Attendance of each Director at the Board of Director meetings held during the Financial Year 2002-2003 and the last Annual General Meeting (AGM).

Sl. No.	Board of Directors	No. of Meeting held during the tenure	No. of Board Meetings attended	Attendance at the last AGM held on June 21, 2002
1.	Mr. Gopi Arora (Chairman)	5	4	✓
2.	Mr. R K Bhargava	5	5	-
3.	Mr. Dharmendra Deo#	1	1	-
4.	Mr. Dharmendra*	1	1	-
5.	Mr. Deo Datta#	1	1	-
6.	Mr. Sanjiv Nair*	1	-	-
7.	Dr. Om Prakash**	1	1	-
8.	Mr. R S Sandhu*	1	1	-
9.	Mr. Prabil Raj**	4	4	-
10.	Mr. P K Sethi**	3	3	-
11.	Mr. Ravi Parthasarathy	5	5	-
12.	Mr. Hari Sankaran	5	4	-
13.	Mr. K Ramchand	5	3	-
14.	Mr. Graham Jang*	1	1	-
15.	Mr. Stephen Temple/ Alternate Director	22	12	-
16.	Mr. Shahzaad Dalal/ Alternate Director	31	31	-
17.	Mr. Santosh Senapati	5	Nil	-
18.	Mr. Timothy James Woodhead/ Alternate Director	41	21	-
* Resignations during the course of the year.				
** Appointments during the course of the year.				
# Appointed and Resigned during the year.				

(e) Disclosure of Remuneration to Directors/ pecuniary transactions of Non-Executive Directors and the Company

The Company has not made any payment or reimbursement of expenses to its Non- Executive Directors, other than sitting fees, travel and lodging expenses for attending Board / Committee Meetings, other than as given below:

- (a) The Company has provided Mr. R. K. Bhargava, Director, with a car and driver for attending official meetings being handled by him on behalf of the Company.
- (b) Details of expenses incurred on the Chairman's office are given separately.
- (c) The Company avails of legal services from M/s Amarchand & Mangaldas & Suresh A Shroff & Co., M/s Amarchand & Mangaldas & Hiralal Shroff and Co., Suresh A Shroff & Co. and Anand Amarchand & Mangaldas whose partner, Mr. Shardul Shroff, is on the Board of Directors of the Company. There is, however, no written contract or arrangement between these firms and the Company. As and when services of these firms are needed, their standard professional fees are paid. No payment was made to the firm in the financial year 2001-2002. Mr. Shroff resigned from the Board of Directors of the Company on August 16, 2002.

3. Audit Committee

(a) Terms of Reference / Composition

The members of the Audit Committee are Mr Gopi Arora (Non-Executive/ Independent Chairman), Mr. R K Bhargava, Mr. Prabil Raj and Mr. Santosh Senapati. The Audit Committee has been constituted in accordance with the provisions of the Listing Agreement. All the members of the Committee are independent and non-executive. Mr. Prabil Raj and Mr. Santosh Senapati have financial and accounting knowledge. The Company Secretary acts as the Secretary to the Committee. The Audit Committee also invites senior executives, as it considers appropriate, to be present at the meetings of the Committee.

The terms of reference of the Audit Committee include approving and implementing the audit procedures and techniques, reviewing the financial reporting systems, internal control systems and control procedures. This Committee also, oversees appointment of auditors, reviews the Company's annual financial statements and internal Audit Reports. The Committee met five times during the year under review. The Audit Committee met prior to the finalisation of the Accounts for the year ended March 31, 2003.

(b) Meetings held

Five meetings of the Audit Committee were held in the financial year 2002- 2003 on the following dates:

1. May 17, 2002
2. July 30, 2002
3. November 19, 2002
4. November 27, 2002
5. January 20, 2003



(c) Attendance

S. No.	Director	No. of Meetings Held during tenure	No. of Meetings Attended
1.	Mr. Gopi K Arora	5	4
2.	Mr. R K Bhargava	5	5
3.	Mr. Dharmendra*	2	2
4.	Mr. R.S. Sandhu*	2	2
5.	Mr. Santosh Senapati	5	1
6.	Mr. Prabil Raj**	3	2
* Resignations during the course of the year			
** Appointment during the course of the year			

4. **Remuneration Committee- Termed HRD Committee of Directors**

(a) Composition / Terms of Reference/ Remuneration Policy

The HRD Committee comprises of an Independent Chairman, Mr. Gopi Arora and two Promoter Directors, Mr Ravi Parthasarathy and Mr Hari Sankaran who are also considered independent as decided by the Board of Directors. Currently all the members of this Committee are non-executive Directors. The Committee is constituted in accordance with the provisions of the Listing Agreement.

The Committee's scope of work includes formulation of an HRD policy, formulation of an appropriate compensation policy relating to salary, performance related pay, increments, allowances, perquisites, loan facilities and other compensation for the employees of the Company.

The Committee has laid out employee rules and regulations which are contained in an Employee Hand Book.

The Committee met twice during the financial year.

(b) Meetings held

Two Meetings of the HRD Committee were held in the financial year 2002- 2003 on the following dates:

1. April 10, 2002
2. September 6, 2002

(c) Attendance

S. No.	Director	No. of Meetings held during tenure	No. of Meetings Attended
1.	Mr. Gopi Arora	2	2
2.	Mr. Ravi Parthasarathy	2	2
3.	Mr. Hari Sankaran	2	1

(d) Remuneration paid to Non-Executive Directors

The Non- Executive Directors are only paid Sitting Fees @ Rs 2000/- per meeting and in some cases, travel/lodging expenses to attend Board Meetings have also been reimbursed to the Directors.

Details of sittings fees paid :

S.No.	Director	Sitting Fees paid to Directors for attending Board and Committee Meetings for the period April 1, 2002 to March 31, 2003 Rupees
1.	Mr. G K Arora	34, 000
2.	Mr. R K Bhargava	34, 000
3.	Mr. Dharmendra*	6,000
4.	Mr. Dharmendra Deo*	2000
5.	Dr. Om Prakash**	2,000
6.	Mr. R S Sandhu*	6,000
7.	Mr. Prabil Raj**	12,000
8.	Mr. P K Sethi**	6,000
9.	Mr. Ravi Parthasarathy	14, 000
10.	Mr. Hari Sankaran	10, 000
11.	Mr. K Ramchand	6, 000
12.	Mr. Timothy James Woodhead	4, 000
13.	Mr. Shahzaad Dalal	6, 000
14.	Mr. Graham Jang*	2, 000
15.	Mr. Stephen Temple**	2,000
16.	Dr. Archana Hingorani***	6,000
17.	Mr. David Williams	2,000
* Resignations during the years		
** Appointments during the year		
*** Appointed as Alternate Director during the year		

(e) Chairman's Office

During the year, the Company has provided it's non- executive Chairman with an office. The Company incurred Rs. 7,11,289 towards revenue expenses for the period April 1, 2003 and March 31, 2003.

(f) Remuneration paid to Executive Directors

There are no Executive Directors on the Board of the Company.

5. Investor Grievance Committee

(a) Composition / Terms of Reference / Status of Complaints

The Members of the Committee are Mr R K Bhargava (Non- Executive Director, Chairman of the Committee) and Mr Gopi Arora. Both the Members of the Committee are Independent and Non-Executive. The Committee has been constituted in accordance with the provisions of the Listing Agreement. The Committee looks into redressal of Debentureholders complaints and suggests measures to improve investor relations. Since the Equity Shares of the Company were listed, in December 2002, the scope of the investor grievance committee has been extended to include Equity Shareholders as well. Due to very low level of Investor Complaints, the Committee met only once during the year.

In order to expedite the process of transfers, the Board has delegated the authority to approve debenture as well as share transfers and transmissions to Mr Pradeep Puri, President & CEO, Ms Monisha Macedo, Company Secretary and Mr T K Banerjee, Financial Controller. The transfer/transmission formalities are processed as and when they are received and transfers are never retained for more than a fortnight.

Ms Monisha Macedo, Vice President & Company Secretary, has been designated the Compliance Officer for the Stock Exchanges as well as Investor queries/complaints.

During the year the Company received 3089 requests/complaints (mainly for address changes, bank mandate changes, Demat requests and revalidation requests) from April 1, 2002 to March 31, 2003 of which all were resolved within a reasonable time period. At the end of the Financial Year 2002 - 2003, the Company had only one pending investor request for issue of a duplicate certificate, which has since been resolved. In addition to above, the Company has received 2 investor complaints from SEBI, which have both been resolved. There are no pending debenture or share transfers.

S.No	Subject	Grievances Received	Redressed	Pending
1.	Non-receipt of Refund	006	006	-
2.	Non-receipt of Interest	126	126	-
3.	Non-receipt of Debenture Certificate	012	012	-
4.	Change of Address	339	339	-
5.	Receipt of 15H Forms	024	024	-
6.	Correction of Bank Mandates	246	246	-
7.	Postal Return Documents	162	136	026
8.	Revalidation of Interest Warrant	113	113	-
9.	Loss of Securities and Request of Issue of Duplicate	003	002	001
10.	Transfer Requests	199	199	-
11.	IB for Duplicate I/W	045	045	-
12.	Correction Name on Certificate	009	009	-
13.	Demat Requests	1804	1804	-
14.	Registration of Power of Attorney	001	001	-
	Total	3089		27

6. General Body Meetings

(a) Annual General Meetings: Date, time and Venue

Year	Location	Date and Time
AGM held for the financial year 2001- 2002	Registered Office of the Company, at Toll Plaza, DND Flyway, opposite Sector 15 A, Near Apeejay School, Noida 201 301	June 21, 2002 at 2:00 pm
AGM held for the financial year 2000- 2001	Registered Office of the Company, at Toll Plaza, DND Flyway, opposite Sector 15 A, Near Apeejay School, Noida 201 301	April 26, 2001 at 2:00 pm
AGM held for the financial year 1999- 2000	Registered Office of the Company, at Sector 15 A, Near Apeejay School, Noida 201 301, Uttar Pradesh	April 29, 2000 at 10:30 am

Four special resolutions were passed at the last three Annual General Meetings. No resolutions have been passed by postal ballot.

(b) Extraordinary General Meetings for the last three years: Date, time and Venue

Date and Time	Location
July 25, 2001 at 4:00 pm	Registered Office of the Company, at Toll Plaza, DND Flyway, opposite Sector 15 A, Near Apeejay School, Noida 201 301
July 25, 2000 at 11:30 am	At The Board Room, 64 Jorbagh, New Delhi – 110 003

Three Special Resolutions were passed at the last three Extraordinary General Meetings of the Shareholders of the Company. No resolution was passed by postal ballot.

7. Disclosures

(a) Related party transactions

There were no materially significant related party transactions with the Promoters, Directors, the management, subsidiaries or relatives that have a potential conflict with the interest of the Company at large. Other Related Party transactions are disclosed in the Annual Accounts.

(b) Non Compliances

The Company has complied with all the statutory requirements and hence has not paid any penalties nor have any strictures been imposed by the Stock Exchanges or SEBI or any other statutory authority, for non-compliance on any matter related to Capital Markets, since the Company was incorporated.

8. Means of Communication

The Company's shares were listed in December 2002. Hence half yearly reports have not been sent yet.

Unaudited quarterly results are being published in 1 English and 1 Hindi daily, usually Jansatta (Hindi) and Financial Express (English).

The Company's website address is www.dndflyway.org. Quarterly results and the shareholding pattern of the Company are available on the website.

A Management Discussion and Analysis report is annexed to the Directors' Report

9. General Shareholder Information

(a) Registered Office	: 205, 2nd Floor, Ocean Plaza, Sector 18, Noida – 201 301 Uttar Pradesh
(b) Location of Facility	: DND Flyway, Noida 201 301, Uttar Pradesh
(c) Corporate Office Address/ Correspondence Address	: C/o IL&FS, India Habitat Centre, East Court, Zone VI, 4 th Floor, Lodhi Road, New Delhi 110 003
(d) Dates of Book Closure	: Book Closure dates were declared for payment of semi- annual interest on FCDs due on September 30 2002. Book Closure dates: September 2, 2002 to September 3, 2002. (both days inclusive) FCDs were due for a compulsory conversion into Equity Shares on November 3, 2002. A Record date was declared for the purpose of aforementioned conversion and for payment of interest due on FCDs for the period October 1, 2002 to November 3, 2002. Record date: October 8, 2002
(e) Date, Time and Venue of the Annual General Meeting	: AGM 6: June 21, 2002 at 2:00 p.m. at Toll Plaza, DND Flyway, Opposite Sector 15A, Noida 201 301, Uttar Pradesh AGM 5: April 26, 2001 at 2:00 p.m. at Toll Plaza, DND Flyway, Opposite Sector 15A, Noida 201 301, Uttar Pradesh AGM 4: April 29, 2000 at 10:30 a.m. at Sector 15A, Near Apeejay School, Noida 201 301
(f) Financial Calendar	: April 01 to March 31
(g) Dividend Payment Date	: No Dividend has been declared so far
(h) Listing on Stock Exchanges and Stock Code The Deep Discount Bonds and Equity Shares of the Company are listed (Equity Shares were listed and trading permission was granted on November 25, 2002	: The Uttar Pradesh Stock Exchange Assn. Ltd. Padam Towers, 14/113 Civil Lines, Kanpur Tel : 0512 – 553 115 / 293 174 Fax : 0512 – 0512 – 293 175 No Stock Code has been provided by the Uttar Pradesh Stock Exchange



on UPSE, and December 6, 2002 on BSE and NSE)	: The Stock Exchange, Mumbai : 1st Floor, New Trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai – 400 001 Tel : 022- 272 1233 / 272 1234 Fax : 022- 272 1552 Stock Code : 532481 and 112453 The National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051 Tel : 022 – 659 8100 Fax : 022 – 659 8237 / 38 Stock Code : EQ and N1
(i) Depository ISIN Nos.	: • Deep Discount Bonds-INE781B11014. • Equity Shares eligible for dividend for the entire year-INE781B01015 . • Equity Shares, eligible for dividend pari passu for Financial Year 2002- 2003 IN9781B01013
(j) Listing Fees	: Paid for all the above stock exchanges for 2002-2003 and 2003-2004

(k) Stock Market Data

NTBCL share price on BSE & BSE Sensex

Month	BSE			Sensex	
	High (Rs.)	Low (Rs.)	No. of Shares	High	Low
December 2002	21.50	6.45	13726	3,413.83	3,186.62
January 2003	8.75	5.60	4340	3,416.92	3,199.18
February 2003	8.45	6.00	9449	3,341.61	3,218.37
March 2003	7.35	5.55	4931	3,311.57	3,039.83

(l) Investor Correspondence Address :	The investor can write to the Company Secretary Ms. Monisha Macedo, at the following address Noida Toll Bridge Company Limited, C/o. IL&FS Limited, India Habitat Centre, East Court, Zone VI, 4 th Floor, Lodhi Road, New Delhi – 110 003 Phone : 91-11-24358004 Fax : 91-11-24359020 E-mail : ntbc1@ntbc1.com Website : www.dndflyway.org Or to the Registrars at the address given below, mentioning: Unit: Noida Toll Bridge Company Limited.
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(m) Address of the Company's Depository as well as Physical Registrar	: Karvy Consultants Limited, "Karvy House", 46, Avenue 4, Street #1, Banjara Hills, Hyderabad 500 034 Tel : 040-3320751 /3320752 /3320753 Fax : 040 – 3311968
(n) Auditors of the Company	: S B Billimoria & Co. MCT House One Okhla Centre, Block A Okhla Institutional Area New Delhi 110 025
(o) Bankers of the Company	: Canara Bank <u>Head Office Address:</u> Canara Bank Building, 2 nd and 3 rd Floor, Adi Marzban Path, Ballard Estate, <u>Mumbai 400 038</u> <u>Branch Office Address:</u> Canara Bank C 3, Sector 1, Noida 201 301 <u>Uttar Pradesh</u>
(p) Share/Debenture Transfer System	: Transfers of the listed instruments are handled by the Registrar and Transfer Agents – Karvy Consultants Limited and processed within the stipulated time. To expedite share transfers in the physical segment, the authority for approving transfers/transmissions of the Company's securities has been delegated to specific senior management personnel of the Company.

Dematerialisation of Shares and liquidity

The Company shares are compulsorily tradable in electronic form. The Company's Deep Discount Bonds as well as the shares are available for trading in the depository systems of both National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). The International Securities Identification Number (ISIN) of the Company, as allotted by NSDL and CDSL is:

- Deep Discount Bonds-INE781B11014
- Equity Shares eligible for dividend for the entire year 2002-2003 -INE781B01015
- Equity Shares, eligible for dividend pari passu for Financial Year 2002- 2003 IN9781B01013

Shares/ Debentures dematerialized upto March 31, 2003:

Type of Security	No of Shares / Debentures	% of Shares/ Debentures	No of Shareholders/ Debenture holders	% of Shareholders/ Debenture holders
Shares	7,77,38,302	63.51%	1158	19.14%
DDBs	67,585	67.59%	135	4.03%



Distribution of Shareholding

The Company's Fully Convertible Debentures were compulsorily, converted into Equity Shares on November 3, 2003, thereby enhancing the Equity by Rs. 20.78 crores between April 1, 2002 and March 31, 2003. The Distribution of holding of Equity Shares of the Company as on March 31, 2003 :

S. No.	Category		No. of Holders	% of Holders	Amount	% of Amount
	From	To				
1.	1	5000	3579	59.17%	9130450.00	0.75 %
2.	5001	10000	1617	26.73%	11374180.00	0.93 %
3.	10001	20000	611	10.10%	8046320.00	0.66 %
4.	20001	30000	112	1.85%	2683250.00	0.22%
5.	30001	40000	94	1.55%	3272000.00	0.27 %
6.	40001	50000	4	0.07%	180500.00	0.01 %
7.	50001	100000	9	0.15%	636000.00	0.05%
8.	100001	Above	23	0.38%	1188677370.00	97.11 %
		Totals	6049	100.00%	1224000070.00	100.00 %

10. **Chairman of the Board**

The Company has provided it's non- executive Chairman with an office whose expenses are borne by the Company – details provided elsewhere in the Report.

The Non-Mandatory requirements being followed by the Company are maintenance of a Chairman's office and constitution of a Remuneration (HRD) Committee.

All details on Directors are for the period starting from May 17, 2002 (Date of the Notice of the previous Annual General Meeting) to April 30, 2003 except the composition of the Board of Directors.

Date: April 30, 2003

CERTIFICATE

**TO THE MEMBERS OF
NOIDA TOLL BRIDGE COMPANY LIMITED**

1. We have examined the compliance of conditions of Corporate Governance by Noida Toll bridge Company Limited (the Company), for the year ended 31 March, 2003, as stipulated in Clause 49 of the Listing Agreement of the Company with stock exchanges.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S. B. BILLIMORIA & CO.
Chartered Accountants

New Delhi
31st July, 2003

JITENDRA AGARWAL
Partner

AUDITORS' REPORT

TO THE MEMBERS OF NOIDA TOLL BRIDGE COMPANY LIMITED

1. We have audited the attached Balance Sheet of **Noida Toll Bridge Company Limited** as at 31 March, 2003, the Profit and Loss Account of the Company for the year ended on that date and the Cash Flow Statement for the year ended on that date, both annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Manufacturing and Other Companies (Auditors' Report) Order, 1988 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order, to the extent applicable to the Company.
4.
 - (a) *Under a scheme of restructuring of debts, the lender banks and financial institutions have agreed to reduce the rate of interest retrospectively from 1 April, 2002, and in consideration thereof, the Company has issued to them Zero Coupon Bonds (ZCBs) for an aggregate amount of Rs.54.50 crores to be redeemed on 31 March, 2014 or such other agreed date. A disclosure to this effect has been given in Note 7 of Schedule 14.*
 - (b) *In our opinion, the consideration for the issue of ZCBs, being the present value of the interest reduced, should be amortised over the period of the ZCBs and a corresponding equivalent amount should be brought into the books as Secured Loans. Accordingly, Rs.4.54 crores should be debited to the Profit and Loss Account with a corresponding credit to Secured Loans, being the annual amortisation, on the straight line basis, of the present value of the interest reduced.*
 - (c) *Had the treatment stated in 4(b) above been given, the loss of the Company for the year, the debit balance in the Profit and Loss Account and Secured Loans would have been higher by Rs. 4.54 crores.*
5. Further to our comments in the Annexure referred to above, we report that:
 - (a) we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) the Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account;



- (d) in our opinion, the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - (e) on the basis of written representations received from the directors, as at 31 March, 2003, and taken on record by the Board of Directors, we report that none of the directors is disqualified as at 31 March, 2003, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
6. *Subject to our comments referred to in paragraph 4 above*, in our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
- i. in the case of the Balance Sheet, of the state of affairs of the Company as at 31 March, 2003;
 - ii. in the case of the Profit and Loss Account, of the loss of the Company for the year ended on that date; and
 - iii. in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For S. B. BILLIMORIA & CO.
Chartered Accountants

New Delhi
12 June 2003

JITENDRA AGARWAL
Partner



ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 3 of our report of even date)

1. The Company has generally maintained proper records showing full particulars including quantitative details for fixed assets. We are informed that the fixed assets were physically verified by the Management during the year and no material discrepancies were noted on such verification. In our opinion, the frequency of such verification is reasonable.
2. None of the fixed assets has been revalued during the year.
3. Stocks comprise 'Unembossed Plastic Cards' and 'On Board Units' which have been physically verified during the year by the Management. No discrepancies were noted on such verification. The Company's operations do not comprise stocks of raw materials and spare parts. In our opinion, the frequency of verification is reasonable and adequate in relation to the size of the Company and the nature of its business.
4. In our opinion and on the basis of our examination of the stock and other related records, the valuation of stocks is fair and proper and in accordance with the normally accepted accounting principles and is on the same basis as in the previous year.
5. The Company has not taken or granted any loans, secured or unsecured, from/to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956, or from companies under the same management within the meaning of Section 370 (1B) of the Companies Act, 1956 where the rate of interest and other terms and conditions are prima facie prejudicial to the interest of the Company.
6. In respect of loans and advances in the nature of loans, recovery of principal amounts and interest, where stipulated, has been regular.
7. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of, plant & machinery and other assets. The Company's operations do not require the purchase of any raw materials or sale of goods.
8. There are no transactions of purchase of goods and materials and sale of services made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and aggregating during the year to Rs. 50,000 or more in respect of each party. The Company's operations do not give rise to any sale of goods and materials.
9. The Company has not accepted any deposits from the public.
10. The Company has an internal audit system commensurate with its size and nature of its business.
11. The Company has been regular in depositing provident fund dues with the designated trust maintained by the employees. According to the information and explanations provided to us, the provisions of the Employees' State Insurance Act, 1948 are not applicable to the Company for the year ended 31 March, 2003.
12. According to the information and explanations given to us, there were no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty and excise duty outstanding as at 31 March, 2003 for a period of more than six months from the date they became payable.



**Noida
Toll Bridge Co. Ltd.**

13. According to the information and explanations given to us, and the records of the Company examined by us, no personal expenses of employees or directors have been charged to revenue account, other than those payable under contractual obligations or in accordance with generally accepted business practice.
14. The Company is not a sick industrial company within the meaning of clause (o) sub clause (1) of section 3 of the Sick Industrial Companies (Special Provisions) Act, 1985.

For S. B. BILLIMORIA & CO.
Chartered Accountants

New Delhi
12 June 2003

JITENDRA AGARWAL
Partner



**NOIDA TOLL BRIDGE COMPANY LIMITED
BALANCE SHEET AS AT 31 MARCH, 2003**

	<u>Schedule Reference</u>	<u>As At 31.03.2003</u>	<u>As At 31.03.2002</u>
		<u>Rupees</u>	<u>Rupees</u>
SOURCES OF FUNDS			
SHAREHOLDERS' FUNDS			
Equity Share Capital	1	1,224,000,070	1,016,200,070
LOAN FUNDS			
Secured Loans	2	3,289,240,381	3,168,447,559
		<u>4,513,240,451</u>	<u>4,184,647,629</u>
APPLICATION OF FUNDS			
FIXED ASSETS			
Gross Block	3	3,802,485,806	3,798,523,156
Less: Depreciation		<u>133,589,378</u>	<u>70,567,944</u>
Net Block		3,668,896,428	3,727,955,212
CAPITAL WORK IN PROGRESS			
		7,303,608	5,143,236
INVESTMENTS			
	4	99,513,665	6,620,676
CURRENT ASSETS, LOANS & ADVANCES			
Inventories	5	1,995,528	3,344,371
Sundry Debtors	6	3,220,062	894,061
Cash and Bank balances	7	2,016,715	18,017,811
Loans & Advances	8	31,446,353	37,775,109
		<u>38,678,658</u>	<u>60,031,352</u>
LESS: CURRENT LIABILITIES & PROVISIONS			
	9	<u>136,036,730</u>	<u>179,177,284</u>
NET CURRENT ASSETS			
		(97,358,072)	(119,145,932)
MISCELLANEOUS EXPENDITURE			
(To the extent not written off or adjusted)	10	43,308,780	58,479,323
PROFIT AND LOSS ACCOUNT (Debit balance)			
		791,576,042	505,595,114
		<u>4,513,240,451</u>	<u>4,184,647,629</u>

For Notes forming part of the accounts, refer to Schedule 14

The schedules referred to above form an integral part of the accounts

As per our report of even date attached.

For S. B. BILLIMORIA & CO.
Chartered Accountants

For and on behalf of
NOIDA TOLL BRIDGE COMPANY LIMITED

JITENDRA AGARWAL
Partner

Director

Director

Pradeep Puri
President & CEO

T. K. Banerjee
Financial Controller

Monisha Macedo
Company Secretary

New Delhi
12-Jun-2003

New Delhi
12-Jun-2003



**NOIDA TOLL BRIDGE COMPANY LIMITED
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH, 2003**

	<u>Schedule Reference</u>	<u>Year ended 31.03.2003</u>	<u>Year ended 31.03.2002</u>
		Rupees	Rupees
INCOME			
Toll Revenue		164,467,341	97,151,760
Other Income	11	22,878,424	20,927,841
		<u>187,345,765</u>	<u>118,079,601</u>
EXPENDITURE			
Operating and Administration Expenses	12	82,289,204	64,846,882
Finance Charges	13	312,528,422	425,996,345
Depreciation		63,338,524	68,308,412
Miscellaneous Expenditure Written Off		15,170,543	15,170,543
		<u>473,326,693</u>	<u>574,322,182</u>
PROFIT / (LOSS) FOR THE PERIOD		(285,980,928)	(456,242,581)
Balance Brought Forward for the Previous Year		(505,595,114)	(49,352,533)
Loss Carried to Balance Sheet		(791,576,042)	(505,595,114)
Basic Loss per Equity Share (in Rs.)		2.59	4.49
Diluted Loss per Equity Share (in Rs.)		2.59	3.49

For Notes forming part of the accounts, refer to Schedule 14

The schedules referred to above form an integral part of the accounts

As per our report of even date attached.

For S. B. BILLIMORIA & CO.
Chartered Accountants

For and on behalf of
NOIDA TOLL BRIDGE COMPANY LIMITED

JITENDRA AGARWAL
Partner

Director

Director

Pradeep Puri
President & CEO

T. K. Banerjee
Financial Controller

Monisha Macedo
Company Secretary

New Delhi
12-Jun-2003

New Delhi
12-Jun-2003



**NOIDA TOLL BRIDGE COMPANY LIMITED
SCHEDULES FORMING PART OF THE ACCOUNTS**

	<u>As At 31.03.2003</u>	<u>As At 31.03.2002</u>
	<u>Rupees</u>	<u>Rupees</u>
SCHEDULE 1		
SHARE CAPITAL		
Authorised		
125,000,000 (Previous Year 125,000,000) Equity Shares of Rs.10 each	1,250,000,000	1,250,000,000
Issued, Subscribed and Paid up		
122,400,007 (Previous Year 101,620,007) Equity Shares of Rs.10 each Fully Paid up	1,224,000,070	1,016,200,070
SCHEDULE 2		
LOAN FUNDS		
Secured Loans		
a. Debentures and Bonds		
207,800, 14% Fully Convertible Debentures of Rs. 1,000 each. (See Note 5 a of Schedule 14)	-	207,800,000
100,000, Deep Discount Bonds of face value of Rs. 45,000 each. (See Note 5 b and 10 of Schedule 14)	4,500,000,000	4,500,000,000
Less:Unexpired Discount	<u>3,700,458,080</u>	<u>3,802,791,345</u>
	799,541,920	697,208,655
5,138,500 Series A Zero Coupon Bond of Rs. 100 each. (See Note 5 c of Schedule 14)	513,850,000	-
b. Term Loans (See Note 5 d of Schedule 14)		
Banks	1,418,415,891	1,330,000,000
Financial Institutions	213,850,000	333,438,904
Others	<u>300,000,000</u>	<u>600,000,000</u>
	1,932,265,891	2,263,438,904
c. Funded Interest		
	43,582,570	-
	<u>3,289,240,381</u>	<u>3,168,447,559</u>

Notes :

- 14% Fully Convertible Debentures of Rs.1,000 each have been converted into equity shares of Rs. 10 each at par on November 3, 2002.
- Deep Discount Bonds issued at Rs.5000 each would be redeemed at Rs.45,000 each at the end of the 16th year from the date of allotment i.e November 3, 1999.
- Series A Zero Coupon Bonds of Rs 100 each issued to Financial Institutions against conversion of 50% of Term Loan as per terms of Restructuring approved by the Corporate Debt Restructuring Empowered Group of the Banks and Financial Institutions repayable in two equal instalments by March 31,2005 and March 31,2006.

**NOIDA TOLL BRIDGE COMPANY LIMITED
SCHEDULES FORMING PART OF THE ACCOUNTS**

SCHEDULE 3

FIXED ASSETS

(See note 2b and 15 of Schedule 14)

(Amount in Rupees)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As At 1.04.2002	Additions	Deletions / Adjustment	As At 31.03.2003	As At 1.04.2002	For the Year	Deletions / Adjustment	As At 31.03.2003	As At 31.03.2003	As At 31.03.2002
Delhi Noida Link Bridge (See note 2b of Schedule 14)	3,790,490,619	3,742,733		3,794,233,352	68,500,550	61,947,435		130,447,985	3,663,785,367	3,721,990,069
Plant & Machinery										
- Data Processing Equipment	1,409,841	281,881	33,636	1,658,086	591,258	341,566	17,211	915,613	742,473	818,583
- Office Equipment	2,362,279	420,811	199,999	2,583,091	359,328	317,418	37,716	639,030	1,944,061	2,002,951
Vehicles	2,853,229	428,388	636,004	2,645,613	789,924	543,313	205,330	1,127,907	1,517,706	2,063,305
Furniture & Fixtures	1,407,188	192,950	234,474	1,365,664	326,884	188,792	56,833	458,843	906,821	1,080,304
	3,798,523,156	5,066,763	1,104,113	3,802,485,806	70,567,944	63,338,524	317,090	133,589,378	3,668,896,428	3,727,955,212
<i>Previous Year</i>	<i>3,740,748,824</i>	<i>58,031,315</i>	<i>256,983</i>	<i>3,798,523,156</i>	<i>2,362,611</i>	<i>68,347,346</i>	<i>142,013</i>	<i>70,567,944</i>	<i>3,727,955,212</i>	<i>5,643,696</i>



**NOIDA TOLL BRIDGE COMPANY LIMITED
SCHEDULES FORMING PART OF THE ACCOUNTS**

	As At 31.03.2003	As At 31.03.2002
	Rupees	Rupees
SCHEDULE 4		
INVESTMENTS (At Cost)		
Current, Quoted, other than Trade Investments		
Prudential ICICI Liquid Plan - 1,575,204.84 (previous year 4,84,611.81) units of face value of Rs.10 each	23,352,097	6,620,676
IL&FS Liquid Account Growth Plan - 4,223,251.38 (previous year NIL) units of face value of Rs.10 each	47,257,447	
Templeton India Treasury Management Account Growth Plan 19,262.42 (previous Year NIL) units of face value of Rs.1000 each	28,904,121	
	99,513,665	6,620,676
Note: 1. The Net Asset Value of quoted investments as at the year end - Rs. 99,835,837 (Previous Year Rs. 6,756,312)		
SCHEDULE 5		
INVENTORIES (At Cost)		
Electronic Cards and 'On Board Units'	1,995,528	3,344,371
SCHEDULE 6		
SUNDRY DEBTORS (Unsecured, Considered Good)		
Debts Outstanding for less than six months	3,220,062	894,061

NOIDA TOLL BRIDGE COMPANY LIMITED
SCHEDULES FORMING PART OF THE ACCOUNTS

	<u>As At</u> <u>31.03.2003</u>	<u>As At</u> <u>31.03.2002</u>
	<u>Rupees</u>	<u>Rupees</u>
SCHEDULE 7		
CASH AND BANK BALANCES		
Cash in Hand	40,377	12,352
Balances with the Scheduled Banks		
- In Current Accounts	1,976,338	18,005,459
	<u>2,016,715</u>	<u>18,017,811</u>
SCHEDULE 8		
LOANS AND ADVANCES		
(Unsecured, Considered good)		
a. Advances / Income Recoverable in Cash or in Kind or for Value to be Received	29,665,710	29,415,290
b. Advance Payment against Taxes	186,933	2,949,367
c. Deposits	1,593,710	5,410,452
	<u>31,446,353</u>	<u>37,775,109</u>
Amounts due from Directors	NIL	NIL
Maximum amount due from Directors during the year	NIL	250,443



**NOIDA TOLL BRIDGE COMPANY LIMITED
SCHEDULES FORMING PART OF THE ACCOUNTS**

	<u>As At 31.03.2003 Rupees</u>	<u>As At 31.03.2002 Rupees</u>
SCHEDULE 9		
CURRENT LIABILITIES AND PROVISIONS		
a. Current Liabilities		
Sundry Creditors	124,863,341	163,011,608
Advance Payments and Unexpired Discounts	8,495,094	4,864,105
Other Liabilities	1,276,051	5,759,313
Interest Accrued but not Due on Secured Loans	305,395	1,719,268
Investor Education and Protection Fund		
Unpaid application money for allotment of Fully Convertible Debentures and Deep Discount Bond	<u>97,855</u>	<u>140,043</u>
	135,037,736	<u>175,494,337</u>
b. Provisions		
Provision for Taxes	6,132	2,794,190
Provision for Retirement Benefits (See Note 2 f of Schedule 14)	<u>992,862</u>	888,757
	998,994	
	<u>136,036,730</u>	<u>179,177,284</u>



**NOIDA TOLL BRIDGE COMPANY LIMITED
SCHEDULES FORMING PART OF THE ACCOUNTS**

	As At 31.03.2003	As At 31.03.2002
	Rupees	Rupees
SCHEDULE 10		
MISCELLANEOUS EXPENDITURE		
(To the extent not written off or adjusted)		
a. Preliminary Expenses		
Balance brought forward	2,921,283	3,679,114
Amount charged to Profit & Loss account	757,831	757,831
	<u>2,163,452</u>	<u>2,921,283</u>
b. Expenses Incurred on Public Issue of Fully Convertible Debentures and Deep Discount Bonds		
Balance brought forward	31,644,394	39,853,494
Amount charged to Profit & Loss account	8,209,100	8,209,100
	<u>23,435,294</u>	<u>31,644,394</u>
c. Deferred Revenue Expenses (See Note 14 of Schedule 14)		
Balance brought forward	23,913,646	30,117,258
Transferred from preoperative expenses	-	-
Amount charged to Profit & Loss account	6,203,612	6,203,612
	<u>17,710,034</u>	<u>23,913,646</u>
	<u>43,308,780</u>	<u>58,479,323</u>



**NOIDA TOLL BRIDGE COMPANY LIMITED
SCHEDULES FORMING PART OF THE ACCOUNTS**

	Year ended 31.03.2003	Year ended 31.03.2002
	Rupees	Rupees
SCHEDULE 11		
OTHER INCOME		
Interest on Sinking Fund Investments	-	8,638,364
Advertisement Revenue from DND Flyway	13,625,287	5,971,784
Profit on Sale of Units of Mutual Fund	5,110,192	5,365,431
Service Fee	1,606,325	591,186
Miscellaneous and Other Income	2,536,620	361,076
	<u>22,878,424</u>	<u>20,927,841</u>



**NOIDA TOLL BRIDGE COMPANY LIMITED
SCHEDULES FORMING PART OF THE ACCOUNTS**

	Year ended 31.03.2003	Year ended 31.03.2002
	Rupees	Rupees
SCHEDULE 12		
OPERATING AND ADMINISTRATION EXPENSES		
Salaries, Wages and Bonus	13,336,301	11,570,883
Contribution to Provident and Other Funds	1,178,826	1,202,166
Staff Welfare Expenses	717,478	721,470
Fees Paid to O & M Contractor	18,110,268	10,855,096
Consumption of Cards and OBU's	2,573,189	1,993,966
Legal & Professional Charges (Schedule 14)	15,852,184	9,716,878
Agency Fees	3,473,263	3,553,759
Insurance Expenses	6,395,443	7,410,784
Travelling and Conveyance	2,554,361	5,094,215
Advertisement and Business Promotion Expenses	5,717,409	3,795,413
Rent	2,726,791	3,675,159
Repair & Maintenance - Building	824,041	1,106,963
- Others	1,572,285	1,198,256
Telephone, Fax and Postage	841,137	1,193,068
Electricity Expenses	678,683	586,403
Rates and Taxes	352,422	215,297
Director's Sitting Fees	156,000	140,000
Loss on Sale of Fixed Assets	397,603	13,363
Development Right Expenses	3,332,977	
Other Expenses	1,498,543	1,690,839
	82,289,204	65,733,978
Less : Amounts Capitalised during the year		(887,096)
	82,289,204	64,846,882

SCHEDULE 13

FINANCE CHARGES

Interest on Fully Convertible Debentures	17,217,007	29,091,997
Interest on Deep Discount Bonds	102,333,265	89,235,655
Interest on Term Loan	180,045,126	301,538,544
Other Finance Charges	12,933,024	11,418,021
	312,528,422	431,284,217
Less : Amounts Capitalised during the year		(5,287,872)
	312,528,422	425,996,345

NOIDA TOLL BRIDGE COMPANY LIMITED
SCHEDULES FORMING PART OF THE ACCOUNTS

SCHEDULE 14 : NOTES FORMING PART OF THE ACCOUNTS

1. Background

Noida Toll Bridge Company Limited (the Company) has been set up to develop, establish, construct, operate and maintain a project relating to the construction of the Delhi Noida Link Bridge under the "Build-Own-Operate-Transfer" (BOOT) basis. The Delhi Noida Link Bridge comprises the Delhi Noida Link Bridge, adjoining roads and other related facilities and the Ashram flyover which has been constructed at the landfall of the Delhi Noida Link Bridge.

A 'Concession Agreement' entered into between the Company, Infrastructure Leasing and Financial Services Limited and the New Okhla Industrial Development Authority, Government of Uttar Pradesh, conferred the right to the Company to implement the project and recover the project cost (through the levy of fees/ toll revenue) with a designated rate of return over the 30 year concession period commencing December 30, 1998 the date of Certificate of Commencement, or till such time the designated return is recovered, whichever is earlier. The Concession Agreement further provides that in the event the project cost with the designated return is not recovered at the end of 30 years, the concession period shall be extended by 2 years at a time until the project cost and the return thereon is recovered. The rate of return is computed with reference to the project costs, cost of major repairs and the shortfall in the recovery of the assured returns in the previous year(s).

The independent auditors of the Project appointed in terms of the Concession Agreement have ascertained the cost of the Delhi Noida Link Bridge incurred till March 31, 2001 on provisional basis pending certain payments, which would be effected on issue of the Defect Liability Certificate. The independent auditors have also determined the accrued return as designated under the Concession Agreement and due to the company till March 31, 2003. As per a draft report given by the independent auditors which is based on the unaudited financial statements as at 31 March, 2003, the total amount to be recovered up to 31 March, 2003 under the Concession Agreement including 20% return on project cost aggregates to Rs. 5924.03 million.

2. Significant Accounting Policies

a. Basis of Accounting

The financial statements have been prepared under the historical cost convention, on the accrual basis of accounting. The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued by The Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956. The Accounting policies have been consistently applied by the Company.

b. Fixed Assets

Fixed assets include the Delhi Noida Link Bridge which is stated at original cost of acquisition including incidental expenses relating to the acquisition and installation of the assets.

Expenses incurred on the Delhi Noida Link Bridge include direct and indirect expenses incurred for procurement/construction of land and buildings, roads, bridges, culverts, plant and machinery including toll plazas and other equipment and related expenses. (See also Note 4 below)

c. Depreciation

Depreciation on fixed assets (other than the Delhi Noida Link Bridge) is provided on the written down value method using rates prescribed under Schedule XIV to the Companies Act, 1956.

Depreciation on the Delhi Noida Link Bridge other than chain link fencing is provided on the Straight Line Method using rates prescribed under schedule XIV to the Companies Act, 1956. The useful life of the Delhi Noida Link Bridge is estimated to be in excess of specified period



under section 205(5)(a) of the Companies Act, 1956. A review of the estimated useful life/the concession period as per the Concession Agreement of the Delhi Noida Link Bridge would be undertaken by the management at periodic intervals to assess the additional charge for depreciation, if any.

The useful life of chain link fencing which is included in Delhi Noida Link Bridge has been estimated to be fifteen years. Depreciation on the same has been provided for based on such useful life.

d. Revenue Recognition

The Company's revenue comprises toll revenues collected at the Delhi Noida Link Bridge and advertisement revenue, which are recognised, on accrual basis.

e. Inventories

Inventories have been valued at cost. Cost is recognised on First In First Out basis.

f. Retirement Benefits

The provision for gratuity as at the year end has been made based on an actuarial valuation and is funded by the Life Insurance Corporation of India.

The money value of unutilised leave due to the employees in terms of the service conditions is included under retirement benefits on the basis of leave due to an employee at the year-end.

g. Investments

Investments are valued at cost.

h. Foreign Currency Transactions

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transactions. Monetary items denominated in foreign currency and outstanding at the balance sheet date are translated at the exchange rate prevailing on that date. In case of forward contracts for foreign exchange, the difference between the forward rate and the exchange rate at the date of the transaction are recognised over the life of the contract.

In case of liabilities incurred for acquisition of fixed assets, the loss or gain on conversion, at the rates prevailing at the year end is adjusted to the carrying amount of related fixed assets.

i. Miscellaneous Expenditure

Miscellaneous expenditure is amortised over a period of five years from the date of commencement of commercial operations.

j. Borrowing Costs

Borrowing costs related to the acquisition / construction of the qualifying fixed assets for the period upto the completion of their acquisition / construction are included in the book value of the assets. All other borrowing costs are recognised as an expense and are charged to revenue in the year in which these are incurred.

k. Deferred Taxation

The Company has carried out its tax computation in accordance with AS 22 – Accounting for Taxes on Income issued by the institute of Chartered Accountants of India. In accordance with the same no deferred tax asset / liability was required at the year end.

l. Earnings Per Share

The earnings considered in ascertaining the Company's EPS comprises of the net loss after tax. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

3. Debt Restructuring:

The Company had approached the Banks and Financial Institutions providing financial assistance to the Company for restructuring of debt and interest liabilities. Pursuant to the foregoing the restructuring has been approved by the Corporate Debt Restructuring Empowered Group (CDR) of the Banks and Financial Institutions at its meeting held on October 29, 2002 giving effect to the proposals with effect from April 1, 2002. The Company has issued Zero Coupon Bonds to the Lenders as a part of the package of Debt Restructuring. Interest with regard to Term Loan has been paid and provided for as per the rates approved by the CDR for cash payment and funded interest respectively. Documentation with all the Banks and Financial Institutions has been completed/ are in the process of completion. Necessary steps have been taken to create pari passu first charge on all the Company's assets in favour of the Zero Coupon Bondholders. Pursuant to the Debt Restructuring package the Company has issued

- Zero Coupon Bonds of face value of Rs 100 each aggregating to Rs 51.385 crores to Financial Institutions towards conversion of Term Loan.
- Zero Coupon Bonds of face value of Rs 100 each aggregating to Rs 54.50 crores to Banks and Financial Institutions repayable no later than March 31, 2014 towards the Net Present Value of the sacrifice made by them by way of reduction of interest rates from the contracted terms.

4. Capitalisation of the Delhi Noida Link Bridge

Pending receipt of the final bill from the EPC contractor, for expenses incurred on the project, Company had in the previous year, based on an estimate of balance work done as certified by the Project Engineer, capitalised the same at an estimated cost of Rs 37.12 million.

Both parties have referred some of the disputes to arbitration. Any change in the cost of the project on receipt of the contractor's final bill, and on settlement of arbitration proceedings will be revised in subsequent year(s). The extent of such adjustments, if any cannot be determined at this stage. (See also Note 6d).

5. Secured Loans

- a. Fully Convertible Debentures (FCDs) which were secured by second charge in favour of the trustees on all the project assets of the Company have been converted into fully paid Equity Shares on November 3, 2002. Consequent to conversion, the charge has been vacated.
- b. Deep Discount Bonds are secured by a pari passu first charge in favour of the trustees along with the other senior lenders of the Company on all the project assets which include the Delhi Noida Link Bridge and all tangible and intangible assets including but not limited to rights over the project site, project documents, financial assets such as receivables, cash, investments, insurance proceeds etc. (See note 10)
- c. The Company has issued Series A Zero Coupon Bonds of Rs 100 each for an aggregate amount of Rs 513,850,000 as per terms of Restructuring approved by the Corporate Debt Restructuring Empowered Group of the Banks and Financial Institutions. These Zero Coupon Bonds are secured by pari passu first charge on the Company's assets both present and future (pending creation of charge)
- d. Term loans from banks, financial institutions and others are secured by a charge on:
 - Immovable properties of the Company situated in the states of Delhi and Uttar Pradesh.
 - The whole of the movable properties of the Company, both present and future.
 - All the Company's book debts, receivables, revenues of whatsoever nature and wheresoever arising, both present and future.
 - All the rights, titles, interest, benefits, claims and demands whatsoever of the Company under any agreements entered into by the Company in relation to the project including



consents, agreements or any other documents entered into or to be entered into by the Company pertaining to the project, as amended, varied or supplemented from time to time.

- All the rights, titles, interest of the Company in and relation to the Trust & Retention account proceeds, being the bank account established by the Company for crediting all the revenues from the project including but not limited to toll collections from the project.
- All the rights, titles, interest benefits, claims and demands whatsoever of the Company in the Government permits, authorizations, approvals, no objections, licenses pertaining to the project and to any claims or proceeds arising in relation to or under the insurance policies taken out by the Company pertaining to the assets of the projects of the Company.

6. Contingent Liabilities

Contingent liabilities in respect of:

	As at31.03. 2003 Rs./Million	As at31.03.2002 Rs./Million
a. Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances paid against such contracts Rs. Nil (Previous year Rs. 2231.20 million)	Nil	7.86
b. Income Tax matters in dispute	Nil	48.50
c. Based on an environment and social assessment, compensation for rehabilitation and resettlement of project-affected persons has been estimated and considered as part of the project cost and provided for based on estimates made by the Company.		
d. Claims made by the contractor aggregating to Rs. 251.26 million (Previous year Rs 270.88 million) have not been accepted by the Company and both parties have taken necessary steps to refer the matter to arbitration in accordance with the contractual arrangements.		

7. The Company has issued 5,450,000 Series B Zero Coupon Bonds of Rs 100 each aggregating to Rs 545,000,000 to Banks and Financial Institutions against the sacrifice made by them by way of reduction of interest rates from the contracted terms pursuant to the approval of the Companies debt restructuring package by the Corporate Debt Restructuring Empowered Group of the Banks and Financial Institutions. The Company has invoked the development rights available under the Concession Agreement as determined by the Independent Auditor. Based on valuation done by Independent Professional Firm, the resources realisable on disposal of land development rights on a conservative estimate, are estimated to be in excess of the amount required by the Company to redeem these ZCBs as well as to repay the principal amount of loan rescheduled as per the terms of restructuring of debts. The redemption of these Zero Coupon bonds will be made by March 31, 2014 or such other date as may be agreed by the Banks and Financial Institutions. These Zero Coupon Bonds are proposed to be secured by pari passu first charge on the Company's assets both present and future. The Company is taking steps for creation of security within the permissible time.



8. Expenditure in Foreign Currency (On cash basis)

	Year ended 31.03. 2003 Rupees	Year ended 31.03. 2002 Rupees
a. Travel	21,560	1,594,514
b. Payments to Contractors	2,609,250	2,789,234

9. Managerial Remuneration

Remuneration paid / payable to Managers.

	Year ended 31.03.2003 Rupees	Year ended 31.03.2002 Rupees
a. Salaries	1,071,284	3,170,228
b. Contribution to Provident and other funds	49,548	125,137
c. Monetary value of perquisites	420,696	411,131
	1,541,528	3,706,496

Note: Contribution to Group gratuity scheme has not been considered as person wise details are not available.

10. Auditors' Remuneration

Legal and Professional charges includes Auditors' remuneration as follows:

	Year Ended 31.03. 2003 Rupees	Year Ended 31.03. 2002 Rupees
a. As Auditors	150,000	150,000
b. Limited review of half yearly accounts	50,000	50,000
c. For taxation matters	50,000	50,000
d. For Other Services	78,000	82,000
e. Reimbursement of out of pocket expenses	26,735	8,560
f. Service Tax	13,900	16,600
	368,635	357,160

11. Deep Discount Bonds

The Company has issued Deep Discount bonds for Rs. 5,000 each at a face value of Rs. 45,000 to be redeemed at the expiry of 16 years from the date of allotment. The interest on these bonds compounded @ 14.67% p.a. results in the redemption value of Rs. 45,000 over the period of the bond. Necessary provision has been made in the Profit and Loss Account towards interest accrued during the Year.



12. Investments in Mutual Funds

During the year, the Company acquired and sold units of Mutual Funds on various dates as under:

	Purchases		Sales	
	Units	Amount Rupees	Units	Amount Rupees
Templeton India-	24,476	36,404,121	5,214	7,728,848
Treasury Management Account Growth	(55,374)	(74,700,000)	(55,374)	(75,125,355)
Templeton India-Short	15,923	17,228,848	15,923	17,404,121
Kothari Pioneer - Income	(1,667,593)	(30,000,000)	(1,667,593)	(31,500,834)
Prudential ICICI Liquid Plan*	3,7128,776	53854,988	2,153,571	31,202,562
	(2,739,986)	(37,100,000)	(2,255,374)	(30,759,325)
Prudential ICICI Short Term	2,478,336	27,146,249	2,478,336	27,734,312
Plan - Cumulative	(982,695)	(10,000,000)	(982,695)	(10,202,632)
Prudential ICICI Income Plan	(648,508)	(10,000,000)	(648,508)	(10,466,926)
Birla Bond Plus Plan B-Growth	362,806	4,000,000	362,806	4,011,619
IL & FS Liquid Account-	13,062,728	140,823,710	8,839,477	95,943,404
Growth	(7,243,291)	(74,500,000)	(7,243,291)	(75,037,243)
IL & FS Bond Fund	3,109,638	41,600,000	3,109,638	43,513,159
IL & FS Bond Fund-Short	5,357,101	57,343,404	5,357,101	58,323,710
Term - Growth	(329,740)	(3,300,000)	(329,740)	(3,339,281)
SBI Mutual Fund-Magnum	345,283	3,500,000	345,283	3,549,272
Insta Cash Fund-Short				
Term Plan.				

* Includes balance brought forward from previous year – 484,612 units valued at Rs. 6,620,676

Of the above, 5,817,718 units remained unsold as on 31 March, 2003 and have been shown under Investment (See Schedule 4)

Profit from sale of the above units of Rs. 5,110,192 (previous year Rs. 5,365,431) is included in other income.

Figures in bracket are the previous year figures.

13. Outstanding balance with small-scale industrial unit

There are no amounts outstanding as payable to any small-scale industrial units as on 31 March 2003.

14. Miscellaneous Expenditure

Deferred revenue expenses includes expenses not relating to the construction of the bridge during the preoperative period and include marketing expenses, expenses on secretarial matters, etc.

15. Effect of change in Foreign Exchange Rates

Net foreign exchange loss of Rs. 668,795 (Previous year Rs 1,918,610) has been adjusted against capitalisation of Fixed Assets during the year.



16. Related Party Disclosures

a. List of related parties

i. Company holding substantial interest in voting power of the Company

Infrastructure Leasing & Financial Services Ltd.

Transactions/ Outstanding balances	Year ended 31.03.2003 Rupees	Year ended 31.03. 2002 Rupees
Services & Other Income	-	803,930
Expenditure on other service	124,683	747,911
Agency Fees	4,558,488	4,171,252
Interest on Term Loan	37,500,000	96,000,000
Current Account Balance	30,301	-
Equity as at the year end	360,000,020	360,000,020
Term Loan as at the year end	300,000,000	600,000,000
Zero Coupon Bonds (Series A)	300,000,000	-
Zero Coupon Bonds (Series B)	171,000,000	-
Funded Interest	25,500,000	-

ii. Associates with whom transactions have taken place during the year or have balances at the year end

- . Consolidated Toll Network India Ltd.
- . IL & FS Investsmart Ltd.
- . IL&FS Infrastructure Development Corporation Ltd.
- . IL&FS Trust Company Ltd.
- . IL&FS Asset Management Company Ltd.
- . Kampsax India Pvt Ltd.
- . ORIX Auto & Business Solutions Ltd.
- . Schoolnet India Ltd.
- . Ecosmart India Ltd.
- . Wilbur Smith Associate Private Limited.
- . Vadodara Halol Toll Road Company Ltd.



Transactions/ Outstanding balances	Year ended 31.03.2003 Rupees	Year ended 31.03. 2002 Rupees
Services & Other Income	50,863	99,968
Expenditure on Technical & Consultancy services	7,562,213	11,651,196
Lease Rentals	33,000	336,940
Purchase of units of Mutual Fund	198,167,114	119,400,000
Sale of units of Mutual Fund	154,267,114	121,889,683
Units of Mutual Fund as at year end	47,257,447	-
Receivable as at the year end	458,974	1,426,060
Payable as at the year end	3,352,099	-
Equity as at the year end	200,000,000	200,000,000

iii. Key Management Personnel

Pradeep Puri (President & CEO)

Transactions/ Outstanding balances	Year ended 31.03.2003 Rupees	Year ended 31.03. 2002 Rupees
Vehicle Loan as at the year end	175,217	214,235
Remuneration paid	6,109,290	3,706,496

17. Earning/ (Loss) per share

	Year ended 31.03.2003 Rupees	Year ended 31.03. 2002 Rupees
I. <u>BASIC LOSS PER SHARE</u>		
i. Number of Equity shares of Rs. 10 each fully paid up at the year beginning	101,620,007	101,620,007
ii. Number of Equity shares of Rs. 10 each fully paid up at the year end	122,400,007	101,620,007
iii. Weighted Average number of Equity Shares outstanding during the period	110,278,340	101,620,007
iv. Net Loss for the Period	(285,980,928)	(456,242,581)
Basic Loss per Share	(2.59)	(4.49)



II. **DILUTED LOSS PER SHARE**

i. Weighted Average of Equity Shares of Rs. 10 each fully paid up outstanding during the period	110,278,340	101,620,007
ii. Number of FCD of Rs. 1,000 each convertible into 100 Equity shares of Rs. 10 each – Converted in fully paid equity shares on 3 November, 2002	Nil	207,800
iii. Number of potential Equity Shares of Rs. 10 each fully paid up after conversion of FCD's	Nil	20,780,000
iv. Total number of potential Equity Shares (i+iii)	110,278,340	122,400,007
v. FCD Interest savings on account of dilution	-	29,091,997
vi. Diluted Loss (iii+v)	(285,980,928)	(427,150,584)
Diluted Loss per Share	(2.59)	(3.49)
Nominal value of Equity Share	10.00	10.00

18. **Previous Year's Comparatives**

Figures for the previous year have been regrouped / reclassified to conform to current year's presentation.

For and on behalf of
NOIDA TOLL BRIDGE COMPANY LIMITED

Gopi Arora
Director

R.K. Bhargava
Director

Pradeep Puri
President & CEO

T. K. Banerjee
Financial Controller

Monisha Macedo
Company Secretary

New Delhi
Date : June 12, 2003



**NOIDA TOLL BRIDGE COMPANY LIMITED
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**

(In terms of amendment to Schedule VI Part IV)

I Registration Details

Registration No. : 20-19759 State Code : 20
Balance Sheet Date : 31 March, 2003

II Capital Raised during the Year (Amount in Rs. Thousands)

Public Issue : NIL Right Issue : NIL
Bonus Issue : NIL Private Placement : NIL

III Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities : 4513240 Total Assets : 4513240
Source of Funds
Paid-up Capital : 1224000 Reserve and Surplus : NIL
Secured Loans : 3289240 Unsecured Loans : NIL
Application of Funds
Net Fixed Assets : 3676200 Investments : 99513
(including Capital Work-in-progress)
Net Current Assets : (97358) Misc. Expenditure : 43309
Accumulated Losses : 791576

IV Performance of the Company (Amount in Rs. Thousands)

Turnover & Other Income Project under construction : 187346 Total Expenditure : 473327
Profit/Loss before Tax : 285981 Profit/Loss after Tax : 285981
Earning per Share in Rs. : (2.59) Dividend rate % : N/A

V Generic Names of three Principal Products/Services of the Company (as per monetary terms)

Item Code No. (ITC Code) : NIL

Product Description : The Company has been set up for the purpose of construction & operation of Delhi Noida Link Bridge Project on Build, Operate, Own & Transfer (BOOT) system.

For and on behalf of
NOIDA TOLL BRIDGE COMPANY LIMITED

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Director

R.K. Bhargava
Director

Pradeep Puri
President & CEO

T. K. Banerjee
Financial Controller

Monisha Macedo
Company Secretary

New Delhi,
12 June 2003



**NOIDA TOLL BRIDGE COMPANY LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2003**

	<u>Year ended 31 March, 2003</u>	<u>Year ended 31 March, 2002</u>
	<u>Rupees</u>	<u>Rupees</u>
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Loss for the year	(285,980,928)	(456,242,581)
Adjustments For :		
Depreciation	63,338,524	68,308,412
Miscellaneous Expenditure Written off	14,412,712	14,412,712
Preliminary Expenses Written off	757,831	757,831
Finance Charges	312,528,422	425,996,345
Loss on Sale of Assets	397,603	13,363
Interest on Sinking Fund Investments		(8,638,364)
Other Income	(5,110,192)	(5,405,932)
	<u>100,343,972</u>	<u>39,201,786</u>
Adjustments for Movement in Working Capital:		
Decrease / (Increase) in Sundry Debtors	(2,326,001)	(894,061)
Decrease / (Increase) in Inventories	1,348,843	(3,344,371)
Decrease / (Increase) in Loans and Advances	6,328,756	2,932,558
Increase / (Decrease) in Current Liabilities	(41,726,681)	(157,198,968)
Cash From/(Used in) Operating activities	<u>63,968,889</u>	<u>(119,303,056)</u>
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase / Addition to Fixed Assets	(7,227,135)	(245,464,428)
Proceeds from Sale of Fixed Assets	389,420	101,607
Sale/(Purchase) of Sinking fund Investments		101,704,377
Interest received on Sinking Fund Investment		9,904,623
Interest received on Other Investments		40,502
Gain/(Loss) on Sale of Units of Mutual Funds	5,110,192	5,365,431
Cash From/(Used In) Investing Activities	<u>(1,727,523)</u>	<u>(128,347,888)</u>
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Share Capital		
Term Loans from Banks and Financial Institutions	94,261,096	588,438,904
Interest and Finance Charges Paid	(79,610,569)	(345,775,597)
Public Issue Expenses		
Cash From/(Used In) Financing Activities	<u>14,650,527</u>	<u>242,663,307</u>
Net Increase /Decrease in Cash and Cash Equivalents	76,891,893	(4,987,637)
Cash and Cash Equivalents as at 1 April, 2002	24,638,487	29,626,124
Cash and Cash Equivalents as at 31 March, 2003	<u>101,530,380</u>	<u>24,638,487</u>
Components of Cash and Cash Equivalents as at:	31 March, 2003	31 March, 2002
Cash in hand	40,377	12,352
Balances with the scheduled banks:		
- In Current accounts	1,976,338	18,005,459
- In Deposit accounts		
Short Term Investments (Maturity less than 3 months)	99,513,665	6,620,676
	<u>101,530,380</u>	<u>24,638,487</u>

For and on behalf of
NOIDA TOLL BRIDGE COMPANY LIMITED

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Director

R.K. Bhargava
Director

Pradeep Puri
President & CEO

T. K. Banerjee
Financial Controller
New Delhi,
12 June, 2003

Monisha Macedo
Company Secretary

AUDITORS' CERTIFICATE

We have verified the above cash flow statement of Noida Toll Bridge Company Limited derived from the audited financial statements of the Company for the year ended 31 March, 2003 and found the statement to be in accordance therewith and also with the requirements of clause 32 of the listing agreement with the Stock exchanges.

For **S. B. BILLIMORIA & CO.**
Chartered Accountants

New Delhi
12 June, 2003

JITENDRA AGARWAL
Partner