



**Noida
Toll Bridge Co. Ltd.**

April 12, 2016

General Manager

Corporate Relations Department - CODE NO. 532481
Bombay Stock Exchange Limited
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai – 400 001

Listing Department - NOIDA TOLL EQ
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051

Re : Compliance Report on Corporate Governance

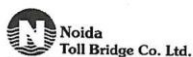
Dear Sirs,

Pursuant to Clause 49 of the Listing Agreement, attached please find the quarterly report on Compliance of Corporate Governance provisions of the Listing Agreement for the quarter ended March 31, 2016.

Kindly take the document on record.

Sincerely

Monisha Macedo
Compliance Officer



Noida Toll Bridge Company Limited
Quarter ended March 31, 2016

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/Non-Executive/independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	R.K. Bhargava	AADPB9898C00016949	Chairperson - Independent	18/12/1997	18 years	5	7	5
Mr.	Piyush Mankad	AEDPM7042R00005001	Independent Director	21/04/2005	10 years	6	7	2
Dr.	Sanat Kaul	AAGPK1223K00240363	Independent Director	21/04/2008	8 years	1	2	-
Mr.	Deepak Premarayan	AACPP5437E00154746	Independent Director	26/10/2006	9 years	1	1	-
Mr.	K. Ramchand	AAAPR4142A00051769	Nominee	08/09/1998		3	2	1
Mr.	Arun Saha	AAIPS3352F00002377	Nominee	25/01/2005		3	5	2
Mr.	Harish Mathur	AFZPM7489P02011479	Executive Director – Nominee	01/10/2011		1	2	-
Ms.	Monisha Macedo	AAFDM8357D00144660	Executive Director	23/02/2015		1	-	-

[§]PAN number of any director would not be displayed on the website of Stock Exchange

[&]Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

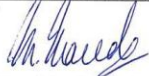
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) [§]
1. Audit Committee	Mr. R.K. Bhargava Mr. Piyush Mankad Dr. Sanat Kaul Mr. Deepak Premnarayen Mr. Arun K. Saha Mr. Harish Mathur	Chairperson- Independent Independent Independent Independent Nominee Executive Director - Nominee
2. Nomination & Remuneration Committee	Dr. Sanat Kaul, Mr. R.K.Bhargava Mr. K. Ramchand Mr. Arun K. Saha	Chairperson- Independent Independent Nominee Nominee
3. Risk Management Committee(if applicable)	N.A.	
4. Stakeholders Relationship Committee	Mr. R.K, Bhargava Mr. Piyush Mankad Dr. Sanat Kaul	Chairperson- Independent Independent Independent

[&]Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
October 21, 2015	January 28, 2016	38 days	
December 8, 2015	March 10, 2016		
IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee of Directors dated October 21, 2015	Yes	Audit Committee of Directors dated January 28, 2016	90 days
Nomination and Remuneration Committee meeting dated December 17, 2015			
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>		
Whether prior approval of audit committee obtained	Yes		
Whether shareholder approval obtained for material RPT	N.A		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes		
<i>Note</i>			
In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.			
If status is "No" details of non-compliance may be given here.			

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 – Yes
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities) – N.A.
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 – Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observaticns/advice of Board of Directors may be mentioned here - Yes



Monisha Macedo
Compliance Officer

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.