

NOTICE

Dear Member,

NOTICE is hereby given that the Eleventh Annual General Meeting of Noida Toll Bridge Company Ltd. will be held on Thursday September 20, 2007 at 10:30 am at Radisson MBD Hotel, Noida, L-2 Sector-18, 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, 2007 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. Piyush Mankad who retires by rotation and being eligible offers himself for re-appointment.
4. 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.

Special Business

5. To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution :
“RESOLVED THAT Mr. Deepak Premnarayan, who was appointed as an Additional Director on October 26, 2006 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”.

By order of the Board
For NOIDA TOLL BRIDGE COMPANY LTD

Mr. Gopi Arora
Chairman

Noida, Uttar Pradesh
Date: July 17, 2007

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote 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 10, 2007 to September 20, 2007.
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. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
7. 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.
8. Members who may require information about Accounts to be explained at the Meeting are requested to write to the Company at least 15 days in advance of the Annual General Meeting.
9. Information under Clause 49 of the Listing Agreement with the Stock Exchanges, in respect of Directors seeking appointment and re- appointment at the Annual General Meeting has been discussed hereunder.

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

Item No. 5

Mr. Deepak Premnarayan, was appointed as an Additional Director at the Board Meeting held on October 26, 2006 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 Mr. Deepak Premnarayan as Director.

Mr. Premnarayan aged 61 years, has more than 3 decades of experience in the Corporate and Banking industry. He was Co-founder, Chairman and Managing Director of ICS Group. Mr. Premnarayan is an advisor to First Rand Merchant Bank, one of Africa's leading financial institutions. He is the Chairman of Pioneer Property Zone, a joint venture between Old mutual Properties and ICS for realty. He pioneered various initiatives to promote International Trade Co-operations with countries like South Africa, United Kingdom and other European Countries. He has also been an active member of the Confederation of Indian Industry (CII) Infrastructure Committee.

Mr. Premnarayan currently does not hold any Equity Shares in Noida Toll Bridge Company Limited.

Directorships :

Mr. Premnarayan aged is on the Board of Directors of ICS Infrastructure Private Limited, Intertoll ICS India Private Limited, Intertoll ICS (Ahmedabad-Mehsana) Toll Management Company Private Limited, Intertoll ICS C E Cons O & M Company Private Limited, Blackstone Franks Premnarayan Corporate Finance Private Limited, Sigem Jewellery & Watches Trading Private Limited, Interpark ICS India Private Limited, Pioneer Property Zones Services Limited, Premnarayan Financial Services Private Limited, Skycompusoft.com Private Limited.

The resolution is proposed for your approval. Mr. Deepak Premnarayan 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.

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

Mr. R.K. Bhargava, aged 71 years, holds an M.A. and is a Retired IAS officer. He has around 35 years experience in positions in the Government Administration and industry. He was Chief Secretary, Uttar Pradesh and Home Secretary, Government of India. During his career he has served in the Department of Industry, Petroleum, Power and Finance. He has also served as Secretary to Government of India in various departments including Urban Development.

Mr. Bhargava currently holds 50,000 Equity Shares of Noida Toll Bridge Company Limited.

Directorships :

Mr. Bhargava is currently on the Board of Directors of Asian Hotels Limited, Kajaria Ceramics Limited, Duncans Limited, Innova Hotels & Resorts Limited, JCL International Limited, H. B. Portfolio Limited, WBW Consultants Private Limited, Vidhi Vedika Heritage (Pvt.) Limited, Manju Enterprises Private Limited, Suvidha Park Lift Private Limited and Andhra Cements Limited.

Committee Memberships & Chairmanships :

Noida Toll Bridge Company Limited- Chairman of Investor Grievance Committee, Member of Audit Committee; Asian Hotels Limited- Chairman of Audit Committee, Member of Share Transfer Committee; Duncan's Limited- Member of Audit Committee; H. B. Portfolio Limited- Chairman of Audit Committee, Member of Shareholders Committee.

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 deemed to be concerned or interested in the passing of the resolution.

Item No. 3

Mr. Piyush Mankad, Independent Director, is due to retire by rotation and being eligible offers himself for re-appointment.

Mr. Piyush Mankad, aged 65 years, is a retired IAS officer with a distinguished career of nearly 40 years in the Civil Services. He graduated with a Masters Degree from St. Stephen's College, Delhi University, and a Postgraduate Diploma in Development Studies from Cambridge University, U.K. He has held a number of important official positions including Counsellor (Economic) in the Indian Embassy, Tokyo; Controller of Capital Issues, Ministry of Finance; Finance Secretary, Government of India. He was Executive Director for India (and four other countries) and Board Member for the Asian Development Bank, Manila, until July 2004. His areas of experience and expertise include public finance and policy, capital market regulation and development, promotion of industry, FDI and infrastructure and public administration.

Mr. Mankad currently does not hold any Equity Shares in Noida Toll Bridge Company Limited.

Directorships :

Mr. Mankad is currently on the Board of Directors of Tata International Limited, Tata Elxsi Limited, DSP Merrill Lynch Fund Managers Limited, Max India Limited, Mahindra & Mahindra Financial Services Limited, U B (Holdings) Limited, Kingfisher Airlines Limited, Mysore Cements Limited, ICRA Limited.

Committee Memberships & Chairmanships :

Noida Toll Bridge Company Limited – Member of Investor Grievance Committee, Tata International Limited- Member of Audit Committee, Max India Limited- Member of Investor Grievance Committee, Mahindra & Mahindra Financial Services Limited - Chairman of Investor Grievance Committee, Tata Elxsi Limited- Member of Investor Grievance Committee, Mysore Cements Limited – Chairman of Investor Grievance Committee, Member of Audit Committee, DSP Merrill Lynch Fund Managers Limited- Member of Audit Committee

The resolution is proposed for your approval. Mr. Mankad 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

Noida

Uttar Pradesh

Date: July 17, 2007