

# NOTICE

Dear Member,

NOTICE is hereby given that the Thirteenth Annual General Meeting of Noida Toll Bridge Company Ltd. will be held on September 17, 2009 at 10:30 a.m. at the Toll Plaza, DND Flyway, 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, 2009 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. Arun K. Saha, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. R. K. Bhargava, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Piyush Mankad, 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 Annual General Meeting and to fix their remuneration.

By order of the Board  
**For NOIDA TOLL BRIDGE COMPANY LTD.**

**Mr. Gopi Arora**  
Chairman

Noida, Uttar Pradesh

Date : July 29, 2009

## 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, 2009 to September 17, 2009.
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.

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

### **Item No. 2**

Mr. Arun K. Saha is due to retire by rotation and being eligible offers himself for re-appointment.

Mr. Saha has over two decades of experience in the financial sector in the areas of financial services, infrastructure and asset management. He has been associated with IL&FS for over 20 years and is currently working as the Joint Managing Director of IL & FS and is in charge of finance, operations, compliance and risk management portfolios for the IL & FS group. His responsibilities at IL & FS include contribution to the strategic growth and development of the institution, building expertise in the area of corporate law in respect of infrastructure projects, managing relationships with the domestic and international shareholders of IL & FS, management of multilateral agencies and various government agencies and enabling and facilitating cost effective resource management, mobilisation and deployment.

Mr. Saha currently holds 1,00,000 shares of Noida Toll Bridge Company Limited.

#### **Directorships :**

Mr. Saha is an Executive Chairman of IL & FS Securities Services Limited and Joint Managing Director of Infrastructure Leasing & Financial Services Limited. He is on the Board of IL & FS Financial Services Limited, IL & FS Infrastructure Development Corporation Limited, IL & FS Investment Managers Limited, IL & FS Property Management & Services Limited, IL & FS Technologies Limited, IL & FS Transportation Networks Limited, IL & FS Trust Company Limited, IL & FS Urban Infrastructure Managers Limited, ORIX Auto Infrastructure Services Limited, For-she Travels & Logistics Private Limited, MPPL Enterprises Private Limited, OVIRA Logistics Private Limited, IL & FS Maritime Offshore Pte Limited, UOB IL&FS India Opportunities Fund Limited, Elsamex SA, Elsamex International S.L., Grusamar Ingenieria Y Consulting S.L., Atenea Seguridad y Medio Ambiente, S.A., Instituto Tecnico de la Vialidad y del Transporte, S.A., Proyectos de Gestion, Sistemas, Calculo y Analisis, S.A., Proyectos y Promociones Inmobiliarias Elpidio Sanchez Marcos, S.L., Sanchez Marcos Senalizacion E Imagen, S.A. and ITNL Singapore Pte Limited.

#### **Committee Memberships & Chairmanships :**

IL & FS Financial Services Limited - Chairman of Audit Committee; IL & FS Infrastructure Development Corporation Limited – Chairman of Audit Committee; IL & FS Property Management & Services Limited – Chairman of Audit Committee; IL & FS Technologies Limited – Member of Audit Committee; IL & FS Transportation Networks Limited – Chairman of Audit Committee; IL & FS Trust Company Limited – Member of Audit Committee; ORIX Auto Infrastructure Services Limited – Member of Audit Committee; Noida Toll Bridge Company Limited – Member of Audit Committee.

The resolution is proposed for your approval. Mr. Saha 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. R. K. Bhargava is due to retire by rotation and being eligible offers himself for re-appointment.

Mr. R.K. Bhargava is a retired IAS officer with a distinguished career of nearly 35 years in the Civil Services. He graduated with a Masters Degree. He has held a number of important official positions in 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 57,345 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, H. B. Portfolio Limited, Andhra Cements Limited, Chillwinds Hotels Limited, WBW Consultants Private Limited, Vidhi Vedika Heritage (Pvt.) Limited, Manju Enterprises Private Limited, Suvridha Park Lift Private Limited and Kribhco Shyam Fertilizers Limited.

#### **Committee Memberships & Chairmanships :**

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

Shareholders Committee; Andhra Cement Limited – Member of Audit Committee; Kribhco Shyam Fertilizers Limited – Member of Audit 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. 4**

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

Mr. Piyush Mankad 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, 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, Heidelberg Cement India Limited, ICRA Limited, SRF Limited, Tata Power Company Limited and Mahindra Forgings Limited.

#### **Committee Memberships & Chairmanships :**

Noida Toll Bridge Company Limited – Member of Audit Committee; Investor Grievance Committee; Tata International Limited - Member of Audit Committee; Max India Limited – Member of Investor Grievance Committee; Tata Elxsi Limited – Chairman of Investor Grievance Committee; Heidelberg Cement India Limited – Chairman of Investor Grievance Committee, Member of Audit Committee; DSP Merrill Lynch Fund Managers Limited – Member of Audit Committee; SRF 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 29, 2009

