

NOTICE

Dear Member,

NOTICE is hereby given that the Fifteenth Annual General Meeting of Noida Toll Bridge Company Ltd. will be held on September 27, 2011 at 10:30 am 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, 2011 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 confirm the Interim Dividend already paid as dividend for the year
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. Arun Saha, 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.

Special Business

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

“RESOLVED THAT pursuant to and in terms of Sections 198, 269 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII thereto, consent of the members be and is hereby accorded to the re-appointment of Ms. Monisha Macedo, Senior Vice President, as Manager of the Company for a period June 1, 2011 to October 1, 2013, on the terms and conditions and remuneration as set out in the explanatory statement attached to this Notice.”

“RESOLVED FURTHER THAT the total remuneration paid to the Manager excluding items specifically exempted under Schedule XIII of the Companies Act, 1956, shall not at any time during the tenure of the contract, exceed the ceiling limits specified in Schedule XIII of the Companies Act, 1956.”

“RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, Ms. Monisha Macedo, Manager, shall subject to the approval of the HRD Committee of Directors, be paid such remuneration not exceeding the ceiling limits specified in Schedule XIII of the Companies Act, 1956.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any authority to whom they may delegate, be and are hereby authorised to vary and/or modify the terms and conditions of appointment, including remuneration and perquisites payable to Ms. Monisha Macedo in such manner as may be agreed to between the Board/delegated authority and Ms. Macedo within and in accordance with the limits prescribed in Schedule XIII to the Act or in accordance with any change that may be effected in Schedule XIII of the Act and/or any amendments and/or modifications that may be made by the Central Government in that behalf from time to time or any amendments or re-enactment of the relevant provisions of the Act.”

“RESOLVED FURTHER THAT all the Directors of the Company and the CEO, be and are hereby severally authorised to do all such acts, deeds and things as may be necessary for giving effect to the aforementioned appointment.”

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

R. K. Bhargava
Chairman

Noida, Uttar Pradesh
Date : July 21, 2011

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 1, 2011 to September 2, 2011.
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 for 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. The Ministry of Corporate Affairs (MCA) has issued Circular Nos. 17/2011 and 18/2011, propagating "Green Initiative in Corporate Governance" by allowing paperless compliances by Companies through electronic mode. Companies are now permitted to send various notices / documents to its shareholders through electronic mode to the registered email addresses of shareholders. With a view to lend a strong support to this environment friendly initiative of the Government of India, we henceforth propose to send documents like General Meeting Notices (Including AGM), Audited Financial Statements, Directors' Report, Auditor's Report etc, to the shareholders in electronic form, to the email address provided by them and made available to us by the Depositories. We request the members to register/ update their e-mail address with Depository Participants. Members who hold shares in physical form are requested to register their email addresses with Karvy Computershare Private Limited, Registrar and Share Transfer Agents of the Company.

Please note that these documents will also be available on the Company's website www.ntbcl.com for download by the shareholders. The physical copies of the Annual Report will also be available at our Registered Office in Noida for inspection during office hours. In case you desire to receive the above mentioned documents in physical form, you are requested to send an email to noidatoll.cs@karvy.com or ntbcl@ntbcl.com. Please note that you will be entitled to be furnished free of cost, with a copy of the Annual Report upon receipt of a requisition from you, any time, as a member of the Company.

9. 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.
10. 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 provided hereunder.

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

Item No. 6

In terms of Sections 198 and 269 read with Schedule XIII and other applicable provisions of the Companies Act, 1956, (the Act) since the Company is a public company with a paid up share capital exceeding Rs 5 crores, it is compulsory to appoint either a Managing Director or a Whole Time Director or a Manager.

Accordingly it is proposed that Ms. Monisha Macedo, who is currently Sr. Vice President of the Company, who was appointed Manager and whose term expired on May 31, 2011, be re-appointed as Manager within the terms and conditions as prescribed under Schedule XIII of the Act from June 1, 2011 to October 1, 2013. Her re-appointment was approved by the Board of Directors at their Meeting held on July 21, 2011, subject to shareholder approval being obtained at this Annual General Meeting.

Ms. Monisha Macedo has never been imprisoned or fined under any of the Acts specified in Part I of Schedule XIII to the Act, nor has she ever been detained for any period under the Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974. She is 46 years old and is not a managerial person in any other company nor a managing partner of any firm. She is also not in whole-time employment elsewhere. She is a citizen of India and is also resident in India. Ms. Monisha Macedo is, therefore, entitled to be appointed by a resolution to be passed by you and without approval of the Central Government.

Monisha is a graduate in Economics (Honours) from St. Stephens College, Delhi University and is a Fellow member of the Institute of Company Secretaries of India. She has complemented her company law background with substantial work in project finance, issue management and debt restructuring and has 22 years experience.

Monisha has worked with the Merchant Banking Division of Infrastructure Leasing & Financial Services Ltd. from June 1993 to October 1997 where she handled Merchant Banking assignments (assessment of new projects and Public Issues) as well as Company Law – incorporation & statutory functions of a JV with the Central Government and a State Government. Prior to joining Noida Toll Bridge Co. Ltd. (NTBCL), Monisha was a practising Company Secretary. She has been with NTBCL since December 1998 and has handled the Public Issue, GDR Issue, Stock Exchange Listings (both Indian & AIM segment of the London Stock Exchange) and implementation of the financial restructuring of the Company which include two Schemes of Arrangement in the High Court. She is now responsible for the compliances under Company Law and SEBI Regulations and secretarial functions for the Company and is the Compliance Officer for the Stock Exchanges. In addition she handles the overall functioning of the Company relating to operations, advertising, administration and HR functions and reports to the CEO of the Company.

Monisha currently holds 31,000 shares of Noida Toll Bridge Company Limited.

Directorships:

Monisha is on the Board of ITNL Toll Management Services Limited, KP Portfolio Private Limited, Mahaseer Sporting Pvt. Ltd. and Dyers Stone Lime Company Private Limited.

Terms & Conditions of Appointment

- (a) **Consolidated Salary:** Rupees 1,08,220/- per month plus increment for FY 2010-2011, with merit based annual increments as may be approved by the HRD Committee of Directors.
- (b) **Performance Related Pay:** The Manager will be entitled to an annual performance related pay as may be approved by the HRD Committee of Directors.
- (c) **Compensation/ Perquisites:** In addition to Salary and Performance Related Pay, the Manager will be entitled to compensation/perquisites like special allowance, compensatory allowance, house rent allowance, furnished accommodation or extra house rent allowance in lieu thereof, allowance for furniture and household appliances, utility allowance, house maintenance allowance, children education allowance, medical reimbursement, leave travel allowance, chauffeur driven car, telephones at residence, mobile phone, club fees, health and personal accident insurance, medical insurance, interest subsidy on housing loans etc in accordance with her designation and the rules of the Company as contained in the Company's Employee Handbook and amended by the HRD Committee of Directors from time to time.

The Manager may also be granted Employee Stock Options by the HRD Committee of Directors under the Company's Employee Stock Option Plans as modified from time to time.

Provisions for use of Company car for official duties and telephones and other communication facilities at residence (including payment for local calls and long distance official calls) shall not be included in computation of perquisites for the purpose of calculating the ceiling on income.

Company's contribution to Provident Fund and Superannuation Fund shall not be included in computation of limits for perquisites as defined under Schedule XIII of the Companies Act, 1956.

- (d) **General Conditions:** The Manager will be entitled to such other privileges, facilities and amenities in accordance with the Company Rules and Regulations, as amended from time to time by the HRD Committee of Director, as may be applicable to other employees of the Company, within the overall limits prescribed under Schedule XIII and other relevant sections of the Companies Act, 1956.

The Board feels that the proposed appointment is in the interest of the Company and recommend the same for approval.

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

This Notice specifying the terms of the contract for the appointment of a Manager should also be construed as a Notice under Section 302 of the Companies Act, 1956

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

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 has been Chief Secretary, Uttar Pradesh. 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 Urban Development, Information and Broadcasting and Home Ministry.

Mr. Bhargava currently holds 77,345 Equity Shares of Noida Toll Bridge Company Limited.

Directorships:

Mr. Bhargava is currently on the Board of Directors of Asian Hotels Limited (West), Kajaria Ceramics Limited, Duncans Limited, H. B. Portfolio Limited, Andhra Cements Limited, Vidhi Vedika Heritage (Pvt.) Limited, JCL International Pvt. Ltd. and Innova Hotels & Resorts Pvt. Ltd.

Committee Memberships & Chairmanships:

Noida Toll Bridge Company Limited- Chairman of Audit Committee, Chairman of Investor Grievance Committee; Asian Hotels Limited (West)- Member of Audit Committee, Member of Share Transfer Committee; Duncan's Limited- Member of Audit Committee, Member of Share Transfer Committee; H. B. Portfolio Limited- Chairman of Audit Committee, Member of Shareholders Committee; Andhra Cement 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. Arun K. Saha is due to retire by rotation and being eligible offers himself for re-appointment.

Mr Arun K Saha is Joint Managing Director and Chief Executive Officer of Infrastructure Leasing & Financial Services Limited. He has over 35 yrs of overall work experience spanning various industries and has been with IL&FS it's since inception in 1988. Mr. Saha holds numerous Board and Committee positions and is also a Member of the Board of Trustees of Dignity Foundation – a charitable organization for aiding senior citizens. Mr Saha is a Chartered Accountant and a Company Secretary by profession and has completed the Advanced Management Programme from the Wharton Business School.

Mr. Saha currently does not hold any 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 Engineering & Construction Company Limited, IL&FS Technologies Limited, IL&FS Transportation Networks Limited, IL&FS Trust Company Limited, ISSL Settlement & Transaction Services Limited, ORIX Auto Infrastructure Services Limited, OAIS Auto Financial Services Limited, GVK Gautami Power Limited, For – she Travels & Logistics Private Limited, IL & FS Maritime Offshore Pte Limited, Elsamex SA, Instituto Tecnico de la Vialidad y del Transporte, S.A., ITNL International Pte Limited, Se7en Factor Corporation, Seychelles, IL & FS India Realty Fund II LLC, Mauritius.

Committee Memberships & Chairmanships:

IL&FS Financial Services Limited - Chairman of Audit Committee; IL&FS Infrastructure Development Corporation Limited – Member of Audit Committee; IL&FS Technologies Limited – Member of Audit Committee; IL&FS Transportation Networks Limited – Chairman of Investor Grievance Committee and Member 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, IL & FS Engineering and Construction 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.

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

R. K. Bhargava
Chairman

Noida, Uttar Pradesh
Date : July 21, 2011