

NOTICE

Dear Member,

NOTICE is hereby given that the Fourteenth Annual General Meeting of Noida Toll Bridge Company Ltd. will be held on September 24, 2010 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, 2010 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 Dr. Sanat Kaul, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Deepak Premnarayan, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. K. Ramchand, 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.

R. K. Bhargava
Chairman

Noida, Uttar Pradesh
Date : July 20, 2010

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 17, 2010 to September 24, 2010.
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. 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 provided hereunder.

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

Item No. 2

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

Dr. Sanat Kaul, aged 62 years, retired from the Indian Administrative Services as Chairman and Managing Director of Delhi Tourism & Transport Corporation Limited. He has been the Representative of India on the Council of International Civil Aviation Organization in Montreal, Canada. He has held several important positions through his career including Joint Secretary - Ministry of Civil Aviation, Commissioner- Sales Tax Department, Government of NCT of Delhi, Secretary PWD, Govt. of NCT of Delhi Secretary - Delhi Finance Commission. Dr. Kaul has a Ph.D in Economics from the University of London. He was a Director in Noida Toll Bridge Company Limited in 1997-98.

Dr. Kaul currently does not hold any Equity Shares in Noida Toll Bridge Company Limited.

Directorships:

Dr. Kaul is currently on the Board of Directors of Vijyoti Management & Communication Learning Institute Pvt. Ltd.

Committee Memberships :

Noida Toll Bridge Company Limited – Member of Audit Committee and Investor Grievance Committee.

The resolution is proposed for your approval. Dr. Kaul 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. Deepak Premnarayen is due to retire by rotation and being eligible offers himself for re-appointment.

Mr. Premnarayen aged 64 years, has more than 3 decades of experience in the Corporate and Banking industry. He is the Co-founder, Chairman and Managing Director of ICS Group.

ICS Group has:

- A joint venture with Old Mutual Investment Group Property Investments (South Africa) for asset management.
- Joint venture with Old Mutual for management of malls.
- A partnership with Bentel from South Africa for architectural design for retail, townships, hospitality etc.
- Car park management (through Secure Parking Solutions, one of the foremost car park management companies in Australasia).

Mr. Premnarayen is on the board of Triangle Real Estate India Fund LLC which is listed in Mauritius and is on the board of Prozone International Limited which is registered in Singapore. Mr. Premnarayen is a member of FirstRand's (one of Africa's leading financial institutions) global board. He is a member of the Managing Committee of the Indian Merchants Chamber. He has been nominated as a Convener for the India-South Africa CEOs Forum.

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

Directorships:

Mr. Premnarayen 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 CE Cons O & M Company Private Limited, Blackstone Franks Premnarayen Corporate Finance Private Limited, Sigem Jewellery & Watches Trading Private Limited, Interpark ICS India Private Limited, Premnarayen Financial Services Private Limited, Skycompusoft.com Private Limited, Triangle Real Estate India Fund LLC, Prozone International Limited, FirstRand Limited, ICS Reality Private Limited, Secure Parking Solutions Private Limited, Bentel Associates Realty Design Consultants Private Limited, Guruvayur Infraproject Solutions Private Limited, Indita Lifestyle Private Limited.

Committee Memberships :

Noida Toll Bridge Company Limited – Member of Audit Committee.

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.

Item No. 4

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

Mr. Ramchand has about 30 years of work experience in the Urban & Transport Sector and 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, on time and within budget, of various Toll Road projects in India. He is currently the Managing Director of IL&FS Transportation Networks Limited (ITNL), a company set up by IL&FS. Prior to joining IL&FS, Mr. Ramchand was associated with ORG, Dalal Consultants, MMRDA and CIDCO.

Mr. Ramchand currently holds 40,000 Equity Shares of Noida Toll Bridge Company Limited.

Directorships:

Mr. Ramchand is the Managing Director of IL & FS Transportation Networks Limited and Road Infrastructure Development Company of Rajasthan Limited. He is on the Board of Gujarat Road and Infrastructure Company Limited, Chhattisgarh Highways Development Company Limited, ITNL ENSO Rail Systems Limited, IL&FS Renewable Energy Limited, Jharkhand Accelerated Road Development Company Limited, IL & FS Energy Development Company Limited, IL & FS Property Management & Services Limited, Gujarat International Finance Tec-City Co. Ltd., Jharkhand Road Project Implementation Company Limited, Maytas Infra Limited, Delhi – Mumbai Industrial Corridor Development Corporation Limited, Gujarat Integrated Maritime Complex Private Limited, Sealand Ports Private Limited, Avash Logistics Park Private Limited, IL & FS Maritime Offshore Pte. Limited, Land Registration Systems Inc. (LARES), Elsamex S.A., Elsamex Internacional S.L., Grusamar Ingenieria Y Consulting S.L., Control 7 S.A., Centro De Investigacion Elpidio Sanchez Marcos S.A., Sanchez Marcos Senalizacion E Imagen S.A., Atena Seguridad Y Medio Ambiente, S.A., Proyectos Y Promociones Inmobiliarias Sanchez Marcos, S.L., Proyectos De Gestion Sistemas Calculo Y Analysis, S.A., Instituto Tecnico De La Vialidad Y Del Transporte, S.A.,

Committee Memberships & Chairmanships:

Gujarat Road Infrastructure Company Ltd. – Chairman of Audit Committee, Member of Allotment and Transfer Committee, Member of HR Committee; Noida Toll Bridge Company Limited – Member of HRD Committee, Member of Committee of Directors – Projects, IL & FS Transportation Networks Limited – Member of Shareholders/Investor Grievance Committee, Member of IPO Committee, Member of Committee of Directors; Chhattisgarh Highways Development Company Limited – Member of Audit Committee; Road Infrastructure Development Company of Rajasthan Limited – Chairman of Share Transfer Committee, Member of Investor Grievance Committee, Member of IPO Committee, Member of Credit Approval Committee; Gujarat International Finance Tec-City Co. Ltd. – Member of Audit Committee, Member of Project Committee.

The resolution is proposed for your approval. Mr. 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.

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

R. K. Bhargava
Chairman

Noida, Uttar Pradesh
Date: July 20, 2010

