



**Noida
Toll Bridge Co. Ltd.**

Quarterly Compliance Report on Corporate Governance.

Name of the Company : Noida Toll Bridge Company Limited

Quarter Ending on : December 31, 2011

<i>Particulars</i>	<i>Clause of Compliance Listing Agreement</i>	<i>Compliance Status (Yes/No)</i>	<i>Remarks</i>
1	2	3	4
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors compensation & disclosures	49(IB)	Yes	
(C) Other provisions as to Board and Committees	49(IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	All Board members and all senior management personnel have in their annual declaration for FY 2011-2012 affirmed compliance with the Code of Conduct and Business Ethics.
II Audit Committee	49 II		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meetings of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III Subsidiary Companies	49(III)	Yes	The subsidiary company is not a material non-listed Indian Company, however, consolidated financials are reviewed by the Audit Committee and minutes of subsidiary are placed at Board Meetings of the Holding Company.
IV Disclosures	49(IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IVB)	Not Applicable	
(C) Board Disclosures	49 (IV C)	Yes	Quarterly Risk Management Report presented to the Board.
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Not Applicable	





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(E) Remuneration of Directors	49 (IV E)	Yes	Disclosures complied with in the Annual Report for FY 2010- 2011.
(F) Management	49 (IV F)	Yes	Management Discussion and Analysis Report - complied with in Annual Report for FY 2010-2011.
(G) Shareholders	49 (IV G)	Yes	Disclosure of Directors' details complied with in Notice of the Annual General Meeting of the Company held on September 27, 2011.
			Quarterly results prepared by the Company are available on the company's web-site..
			A Committee of Directors termed as the Investor Grievance Committee has been constituted, chaired by a non-executive Independent Chairman, for looking into redressal of shareholder and investor complaints.
			Senior Management personnel have been authorised to approve the share transfer formalities.
V CEO/ CFO Certification	49 (V)	Yes	Complied for the Financial Year 2010-2011. Certificate presented to the Board of Directors at the meeting held on April 21, 2011.
VI Report on Corporate Governance	49 (VI)	Yes	Complied with in the Annual Report for FY 2010- 2011 and for every quarter so far.
VII Compliance	49 (VII)	Yes	Complied with in the Annual Report for FY 2010- 2011.

For Noida Toll Bridge Company Limited

Monisha Macedo
Compliance Officer

Dated : January 3, 2012

