

NOTICE

Dear Member,

NOTICE is hereby given that the Twenty first Annual General Meeting of Noida Toll Bridge Company Ltd. will be held on Monday, September 25, 2017 at 10.30 am at Toll Plaza, Mayur Vihar Link Road, New Delhi - 110091, (route map of the venue is attached) to transact the following business:

Ordinary Business:

- (1) To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2017 including audited Balance Sheet as at March 31, 2017 and the Profit & Loss Account for the year ended as on that date and the Reports of the Board of Directors and Auditors thereon.
- (2) To appoint a Director in place of Mr. K. Ramchand, (DIN 00051769), who retires by rotation and being eligible offers himself for re-appointment.
- (3) To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 140, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s N. M. Raiji & Co., Chartered Accountants (Firm Registration Number 108296W), be and are hereby appointed as Statutory Auditors of the Company, in place of retiring Auditors, M/s. Luthra & Luthra, Chartered Accountants (Firm Registration Number 002081N) for a period of five (5) years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty sixth Annual General Meeting, scheduled to be held in the year 2022 (subject to ratification of their appointment at every AGM), at a remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

Special Business

- (4) To appoint Mr. Pradeep Puri as a Director and in this regard to consider, and if thought fit, to pass with or without modification the following as an Ordinary Resolution :

“RESOLVED THAT Mr. Pradeep Puri (DIN 00051987) who was appointed as an Additional Director of the Company by the Board of Directors with effect from November

23, 2016 and who holds office upto this Annual General Meeting in terms of Sections 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

- (5) To appoint Mr. Pradeep Puri as Executive Vice Chairman and in this regard to consider, and if thought fit, to pass with or without modification the following as an Ordinary Resolution :

“RESOLVED THAT pursuant to Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder including any statutory modification or re-enactment thereof for the time being in force and read with Schedule V of the Act, approval of the Members be and is hereby accorded to the appointment of Mr Pradeep Puri, (DIN 00051987) as an Executive Vice Chairman of the Company for a period of five years with effect from November 23, 2016, on the terms, conditions and remuneration set out hereunder:

- (a) His appointment shall be for a period of 5 years, starting November 23, 2016;
- (b) He shall be liable to retire by rotation;
- (c) He shall draw remuneration of Re. 1/- per month from the Company and shall be entitled to receive any sitting fees being paid for attending the meetings of Board of Directors or Committees thereof.”

“RESOLVED FURTHER THAT the Board of Directors, which term shall be deemed to include the Nomination & Remuneration Committee of the Board, be and is hereby authorized to vary the terms and conditions of the said appointment and/or the remuneration as it may deem fit, subject to the same not exceeding the limits prescribed under Schedule V to the Companies Act, 2013, or any statutory modifications or enactments thereof, and take such steps and do all such acts as may be necessary or expedient to give effect to this resolution.”

- (6) To appoint Mr. Ajai Mathur as a Director and in this regard to consider, and if thought fit, to pass with or without modification the following as an Ordinary Resolution :

“RESOLVED THAT Mr. Ajai Mathur (DIN 00044567) who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 9, 2017 and who holds office upto this Annual General Meeting in terms of Sections 161 of the Companies Act, 2013 and

in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

- (7) To appoint Ajai Mathur as Managing Director and in this regard to consider, and if thought fit, to pass with or without modification the following as an Ordinary Resolution :

“**RESOLVED THAT** pursuant to Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder including any statutory modification or re-enactment thereof for the time being in force and read with Schedule V of the Act, approval of the Members be and is hereby accorded to the appointment of Ajai Mathur (DIN 00044567) as a Managing Director of the Company for a period of five years with effect from March 9, 2017, on the terms, conditions and remuneration set out hereunder:

- (a) His appointment shall be for a period of 5 years, starting March 9, 2017;
- (b) He shall be liable to retire by rotation;
- (c) He shall draw remuneration of Re. 1/- per month from the Company and shall be entitled to receive any sitting fees being paid for attending the meetings of Board of Directors or Committees thereof.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company, which term shall be deemed to include the Nomination & Remuneration Committee of the Board, be and is hereby authorized to vary the terms and conditions of the said appointment and/or the remuneration as it may deem fit, subject to the same not exceeding the limits prescribed under Schedule V to the Companies Act, 2013, or any statutory modifications or enactments thereof, and take such steps and do all such acts as may be necessary or expedient to give effect to this resolution.”

- (8) To appoint Mrs. Namita Pradhan as a Director and in this regard to consider, and if thought fit, to pass with or without modification the following as an Ordinary Resolution :

“**RESOLVED THAT** Mrs. Namita Pradhan (DIN-07194008) who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 9, 2017 in terms of Section 149, 161 of the Companies Act, 2013 and who holds office upto this Annual General Meeting in terms of Sections 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing her

candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation.”

By order of the Board

For NOIDA TOLL BRIDGE COMPANY LTD.

Dhiraj Gera

Company Secretary

Registered Office

Noida Toll Bridge Company Limited
2nd Floor, Niryat Bhawan, Rao Tula Ram Marg,
Opp. Army Hospital Research & Referral,
New Delhi – 110057
CIN- L45101DL1996PLC315772

Date : August 9, 2017

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 The instrument appointing the proxy 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.

Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by an appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization.

Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send a certified copy of board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

- 3 Members/proxies should bring duly filled Attendance Slips sent herewith, to attend the meeting.
- 4 In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company, will be entitled to vote.

- 5 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.
- 6 Please bring your copy of the Annual Report to the Meeting.
- 7 Members who may require information/clarifications with respect to the contents of the Annual Report, are requested to write to the Company at least one week prior to the Annual General Meeting so that the required information can be made available at the Meeting.
- 8 The Register of Members and Share Transfer Books shall remain closed from September 22, 2017 to September 25, 2017 both days inclusive for the purpose of Annual General Meeting.
- 9 Members whose shareholding is in the electronic mode are requested to intimate change of address and change in bank mandate, if any, to their respective depository participants.
- 10 Pursuant to the Green Initiative of the Ministry of Corporate Affairs (MCA), Government of India the Company has sent the Annual Report along with the Notices to email addresses registered with your depositories unless any member has requested for a physical copy of the same.
- 11 The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice. Relevant details required under 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standards (on General Meetings), in respect of Directors seeking appointment and re-appointment at the Annual General Meeting are also annexed.
- 12 All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 am to 5 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
- 13 The Company has shifted its Registered Office premises from DND Flyway, Opposite Sector-15A, Noida-201301, Uttar Pradesh, to 2nd Floor, Niryat Bhawan, Rao Tula Ram Marg, Opp. Army Hospital Research & Referral, New Delhi-110057 with effect from April 7, 2017.
- 14 Voting through Electronic Means
 - (1) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members with the facility to exercise their right to vote on resolutions proposed to be considered at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through E-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy Computershare Pvt Ltd.
 - (2) Members are provided with the facility for voting either through ballot or polling paper at the AGM and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form are eligible to exercise their right to vote at the meeting.
 - (3) Members who have cast their vote by remote e-voting prior to the AGM are also entitled to attend the meeting but shall not be entitled to cast their vote again.
 - (4) The instructions for E-Voting are as under:-
 - (a) To use the following URL for E-Voting :
From Karvy website : <https://evoting.karvy.com>
 - (b) Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cutoff date i.e. September 18, 2017 may cast their vote electronically.
 - (c) Enter the login credential [i.e, user ID and password] mentioned in the Attendance Slip/via e-voting mail forwarded through the electronic notice.
 - (d) After entering the details appropriately, click on LOGIN
 - (e) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (e-z), one numeric value (0-9) and a special character.

The system will prompt you to change your password and update any contact details like mobile no., email etc on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (f) You need to login again with the new credentials.
- (g) On successful login, the system will prompt you to select the EVENT i.e. NOIDA TOLL BRIDGE COMPANY LIMITED (the number is provided in the Attendance Slip/via e-voting mail forwarded through the electronic notice). However, if you are already registered with Karvy for e-voting, you can use your existing user id and password for casting your vote.
- (h) Home page of remote e-voting opens. Click on remote e-voting.
- (i) On the voting page, enter the number of shares as on the cutoff date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR / AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
- (j) Shareholders holding multiple folios / demat account shall choose the voting process separately for each folio / demat account.
- (k) Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote.
- (l) Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (m) The remote e-voting period commences on September 21, 2017 (09.00 am) and ends on September 24, 2017 (05.00 pm). During the period, shareholders of the Company holding shares either in physical form or dematerialized form, as on the cutoff date of September 18,

2017 may cast their vote by remote e-voting. The remote e-voting module will be disabled on September 24, 2017 at 05.00 pm.

- (n) Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send the scanned copy (PDF format) of the relevant Board Resolution/Authority letter etc together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through email to saketfcs@gmail.com with a copy to evoting@karvy.com
- (5) In case a member receives a physical copy of the notice of the AGM (applicable to members whose email ids are not registered with the Company/ Depository Participant (s) or have requested for physical copy)
- (a) Enter the login credential (please refer to the user id and initial password mentioned in the attendance slip of the AGM)
 - (b) Please follow all steps from Sl. No. 4 (a) to (m) above, to cast vote.
- (6) In case a person has become a Member of the Company after the AGM Notice but on or before the cut-off date for E-voting i.e. September 18, 2017, he/she may obtain the user ID and password in the manner as mentioned below:
- a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.

Example for NSDL:
MYEPWD<space>IN12345612345678

Example for CDSL:
MYEPWD<space>1402345612345678

Example for Physical:
MYEPWD<space>XXXX1234567890
 - b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <http://evoting.karvy.com> the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

(7) Other Instructions:

- a. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> (karvy website) or contact B Srinivas (Unit Noida Toll Bridge Company Limited) of Karvy Computershare Pvt Ltd. Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 or at evoting@karvy.com or phone no. 040-6716 2222 or call Karvy's toll free no. 1800 345 4001 for any further clarification. Members may send an e-mail request to einward.ris@karvy.com for knowing their userid and password.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of September 18, 2017.
- d. Mr. Saket Sharma, FCS (Membership No. 4229) Partner of GSK & Associates, Company Secretaries, has been appointed as a Scrutinizer to scrutinize the voting and remote e-voting process including ballot form received from the members who do not have an access to e-voting, in a fair and transparent manner.
- e. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of e-voting or Ballot Paper or Polling Paper for all those Members who are

present at the AGM but have not cast their votes by availing the remote e-voting facility.

- f. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and, thereafter, unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and shall make, not later than three days from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- g. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.ntbcl.com and on the website of Karvy Computershare Pvt. Ltd. immediately after the declaration of the result by the Chairman or a person authorized by him in writing and communicated to the respective Stock Exchanges.

By order of the Board

For NOIDA TOLL BRIDGE COMPANY LTD.

Dhiraj Gera
Company Secretary

Registered Office
Noida Toll Bridge Company Limited
2nd Floor, Niryat Bhawan, Rao Tula Ram Marg,
Opp. Army Hospital Research & Referral,
New Delhi – 110057
CIN- L45101DL1996PLC315772

Date : August 9, 2017

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, REGULATION 36 OF THE LISTING REGULATIONS AND APPLICABLE CLAUSES OF SECRETARIAL STANDARDS (ON GENERAL MEETINGS)

Item No. 2

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

Mr. Ramchand (62 years) holds a Post Graduate Degree in Development Planning from School of Planning, Ahmedabad and has a Bachelor's Degree in Civil Engineering from Chennai and is currently the Managing Director of IL&FS Transportation Networks Limited, a company set up by IL&FS. He has been associated with IL&FS group since 1994. He has about 35 years of work experience in the Urban and Transport Sector and has been actively engaged in creating and developing frameworks to enable commercialization 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. Prior to joining IL&FS, he was associated with Operations Research Group, Dalal Consultants, Mumbai Metropolitan Region Development Authority and City and Industrial Development Corporation of Maharashtra Limited.

Mr K Ramchand is a Director of the Company since September 8, 1998. He currently holds 40,000 shares of Noida Toll Bridge Company Limited. He attended 8 Board meetings of the Company during the year under review. Details regarding sitting fees paid to Mr Ramchand for attending Board/Committee meetings, during the financial year ended March 31, 2017 are provided in the Corporate Governance Report.

Directorships held in other Companies (Excluding Foreign Companies) :

Mr K Ramchand is the Managing Director of IL&FS Transportation Networks Limited.

He is also Director on the Board of : Gujarat Finance City Development Company Limited, IL&FS Maritime Infrastructure Company Limited, IL&FS Township and Urban Assets Limited, Road Infrastructure Development Company Rajasthan Limited, IL&FS Energy Development Company Limited, Saurya Urja Company of Rajasthan Limited.

He is the Chairman of IL&FS Engineering & Construction Company Limited.

Membership/Chairmanship of Committees of other Companies :

IL&FS Transportation Networks Limited - Member of Corporate Social Responsibility Committee, Stakeholders' Relationship Committee and Committee of Directors, Road Infrastructure Development Company Rajasthan Limited – Member of Credit Approval Committee, Gujarat Finance City Development Company Limited – Member of Project Committee, IL&FS Engineering & Construction Company Limited - Chairman of Stakeholders' Relationship Committee, Executive Committee and Member of Nomination and Remuneration Committee, IL&FS Maritime Infrastructure Company Limited – Member of Executive Committee, Nomination and Remuneration Committee, Committee of Directors and Environment & Safety Committee, IL&FS Township and Urban Assets Limited – Chairman of Nomination and Remuneration Committee and Member of Committee of Directors.

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 or Key Managerial Personnel (KMP) or relatives of Directors and KMP are concerned or interested in the passing of this resolution.

Item No. 4 and 5

The Company's promoter, IL&FS Transportation Networks Limited (ITNL), has the right to nominate four nominee directors, including the Managing Director, on the Company's Board. Accordingly, ITNL had nominated the appointment of IL&FS Group senior executive Mr Pradeep Puri on the Board of the Company in place of the vacancy caused by resignation of Mr Arun Saha. Mr Pradeep Puri had long and varied experience of handling various infrastructure projects. He was instrumental in the successful completion of many infrastructure projects of the IL&FS Group including Delhi Noida Bridge project. He serves as an Executive Chairman of IL&FS Water Limited and Non- Executive Chairman of IL&FS Paradip Refinery Water Limited. He had also served as a Director of Delhi Mumbai Industrial Corridor Development Corporation Limited. He has been a Non-Executive Non Independent Director at IL&FS Transportation Networks Limited since January 2001.

Accordingly, the Board of Directors at their Meeting held on November 23, 2016 appointed Mr Pradeep Puri as an Additional Director and Executive Vice Chairman of the Company with effect from November 23, 2016. His appointment and terms of appointment are subject to shareholders approval being obtained at this Annual General Meeting.

Mr. Pradeep Puri (60 years) previously served as the President and Chief Executive Officer of Noida Toll Bridge Company Limited from January 1997 to September 2010. Mr. Puri was an Officer of the Indian Administrative Service. He holds a Bachelor's and a Master's Degree in History from Delhi University. Prior to joining the IL&FS group, he served for eight years in international trade and investments with the Ministry of Commerce and the Department of Economic Affairs, Ministry of Finance, Government of India, during the period from 1984 to 1987 and 1991 to 1996, respectively. He served as a Director in the ministries of Commerce and Finance in Karnataka and Delhi. Subsequent to his resignation from the Indian Administrative Services, he joined the IL&FS group as the Chief Executive Officer of the 'Delhi-NOIDA Bridge Project.

The terms of appointment contained in the resolution at item no. 5 be treated as an abstract pursuant to Section 196 of the Companies Act, 2013.

Mr. Pradeep Puri holds 423610 shares of Noida Toll Bridge Company Limited. He attended 4 Board meetings of the Company during the year under review. Details regarding sitting fees paid to Mr Puri for attending Board/Committee meetings, during the financial year ended March 31, 2017 are provided in the Corporate Governance Report.

Directorships held in other Companies:

Mr Pradeep Puri is Director on the Board of : IIDC Limited, IL&FS Transportation Networks Limited, Urban Mass Transit Company Limited, Pipavav Railway Corporation Limited, Rapid Metro Rail Gurgaon Limited, Rapid Metro Rail Gurgaon South Limited, Mangalore SEZ Limited.

He is Non-Executive Chairman of IL&FS Water Limited, Executive Chairman of IL&FS Paradip Refinery Water Limited.

Membership/Chairmanship of Committees of other Companies :

IIDC Limited - Member of Audit Committee, Share Allotment and Transfer Committee, IL&FS Transportation Networks Limited – Member of Committee of Directors, Urban Mass Transit Company Ltd - Chairman of Remuneration Committee and Corporate Social Responsibility Committee, and Member of Committee of Directors, Pipavav Railway Corporation Limited - Chairman of Audit Committee and Member of Share Allotment and Transfer Committee, Rapid Metro Rail Gurgaon Limited – Member of Marketing Committee, Mangalore SEZ Limited – Member of Nomination and Remuneration Committee and Committee of Directors, IL&FS Water Limited – Member of Committee of Directors.

The Directors of the Company recommend the resolution for approval by the Members as an Ordinary Resolution. Mr. Pardeep Puri may be deemed to be concerned or interested in the passing of the resolution appointing himself. None of the other Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP are concerned or interested in the passing of this resolution.

Item No. 6 and 7

The Company's promoter, IL&FS Transportation Networks Limited (ITNL), had nominated the appointment of IL&FS Group senior executive Mr Ajai Mathur on the Board of the Company in place of the vacancy caused by resignation of Mr Harish Mathur. Mr Ajai Mathur has long and varied experience of more than 34 years in handling various infrastructure projects. Mr. Mathur (58 years) has a Masters Degree in Business Administration from University of Lucknow. He served as Chief Operating Officer of the Company from August 2000 to February 2008. Presently, he is Managing Director and CEO of Urban Mass Transit Company Limited, which he joined in 2008. He previously held the position of Head of Business Development, India for Voith Hydro GmbH & Co. KG.

Accordingly, the Board of Directors at their Meeting held on March 9, 2017 appointed Mr Ajai Mathur as an Additional Director and Managing Director of the Company with effect from March 9, 2017. His appointment and terms of appointment are subject to shareholders approval being obtained at this Annual General Meeting.

The terms of appointment contained in the resolution at item no. 7 be treated as an abstract pursuant to Section 196 of the Companies Act, 2013.

The Company has followed the procedure under Section 203 of the Companies Act, 2013 for appointment of Mr. Mathur as Key Managerial Person (KMP) of the Company by the Board of Directors.

Mr. Ajai Mathur does not hold any shares of Noida Toll Bridge Company Limited. He attended 1 Board meeting of the Company during the year under review. Details regarding sitting fees paid to Mr Mathur for attending Board/Committee meetings, during the financial year ended March 31, 2017 are provided in the Corporate Governance Report.

Directorships held in other Companies :

Mr Ajai Mathur is Managing Director & CEO of Urban Mass Transit Company Limited. He is also Director on the Board of the Company's subsidiary ITNL Toll Management Services Limited.

He is not holding Membership/Chairmanship of Committees of other Companies.

The Directors of the Company recommend the resolution for approval by the Members as an Ordinary Resolution. Mr. Ajai Mathur may be deemed to be concerned or interested in the passing of the resolution appointing himself. None of the other Directors or KMP or relatives of Directors and KMP are concerned or interested in the passing of this resolution.

Item No. 8

In terms of provisions of Section 149 of the Companies Act, 2013 and Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015, every listed Company is required to have at least one Women Director. Consequent to vacancy caused by cessation of directorship of Ms. Monisha Macedo with the effect on March 14, 2017, the Company is required to appoint a women director on its Board within three months i.e. upto June 13, 2017. Accordingly, Mrs. Namita Pradhan was appointed as an Additional Director by the Board of Directors of the Company with effect from June 9, 2017 and the requirement of Women Director on the Board of the Company has been complied with.

Mrs Namita Pradhan holds a Masters degree in History from University of Delhi. She began her career in 1977 in the Indian Administrative Service and has served in various positions in the State Government of Maharashtra and the Government of India, including Ministry of Defence. From October 2007 till 2011, she worked as Assistant Director-General for Partnerships and UN Reform and Country Focus. She has led the Country Focus Strategy in World Health Organisation (WHO) and has worked on a policy for managing Partnerships and relations with non-governmental organizations. Earlier, she led the process of results-based management in WHO, worked on the development of the 11th General Programme of Work 2006-2015, and the Medium Term Strategic Plan 2008-13, as well as the biennial Programme Budgets. At WHO Headquarters in Geneva, she worked as an Adviser to two Directors-General, Dr Gro Harlem Brundtland and Dr LEE Jong-wook.

She is currently a member of the Governance Board of Thought Arbitrage, a not for profit independent and non-partisan think tank on corporate governance, sustainability, economics and

public policy. She is also a member of the Expert Technical Review Panel of the United Nations Staff College at Turin Italy, an independent Director on the Board of IL&FS Water Limited, and a member of the Delhi Public School Society. She is not holding membership of any Committees of other Companies.

Mrs. Namita Pradhan holds Office till the date of ensuing Annual General Meeting. The appointment of Mrs. Namita Pradhan as a Non-Executive Director on the Board of the Company is recommended in the interest of the Company.

Mrs. Namita Pradhan does not hold any shares of Noida Toll Bridge Company Limited.

The resolution is proposed for your approval. Mrs. Namita Pradhan may be deemed to be concerned or interested in the passing of the resolution appointing herself. None of the other Directors or KMP or relatives of Directors and KMP are concerned or interested in the passing of this resolution.

All the relevant documents in respect of the accompanying Notice are open for inspection at the Company's Registered office on all days (except on Saturday and Sunday), between 11.00 AM to 5.00 PM up to the date of the Meeting and shall also be available at the venue of the Meeting

By order of the Board

For NOIDA TOLL BRIDGE COMPANY LTD.

Dhiraj Gera
Company Secretary

Registered Office
Noida Toll Bridge Company Limited
2nd Floor, Niryat Bhawan, Rao Tula Ram Marg,
Opp. Army Hospital Research & Referral,
New Delhi – 110057
CIN- L45101DL1996PLC315772

Date: August 9, 2017

