

October 1, 2014

The General Manager

Corporate Relations Department - CODE NOS. 532481& 912453
Bombay Stock Exchange Limited
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai – 400 001

Mr. K Hari

Listing Department - NOIDA TOLL EQ& N2
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051

Mr. S C Kapur

Listing Department
The U P Stock Exchange Assn. Ltd.
Padam Towers
14/113 Civil Lines
Kanpur

Sub : Proceedings of the 18th Annual General Meeting
Ref : Clause 31(d) of the Listing Agreement

Dear Sirs,

The Meeting of the 18th Annual General Meeting of the Company held on Monday, September 29, 2014 at the Registered Office at Toll Plaza, DND Flyway, Noida – 201 301, Uttar Pradesh have passed the following resolutions:-

1. To receive, consider and adopt the audited Balance Sheet as at the 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon - **Ordinary Resolution – passed with requisite majority**
2. To declare the Final Dividend and confirm the Interim Dividend on Equity Shares - **Ordinary Resolution – passed with requisite majority.**
3. To appoint a Director in place of Mr. Arun K Saha, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment - **Ordinary Resolution – passed with requisite majority.**
4. Appointment of M/s Luthra & Luthra, Chartered Accountants, as the Statutory Auditors of the Company - **Ordinary Resolution – passed with requisite majority.**
5. Appointment of Mr. Raj Kumar Bhargava as an Independent Director of the Company – **Special Resolution – passed with requisite majority.**
6. Appointment of Mr. Piyush Mankad as an Independent Director of the Company - **Special Resolution – passed with requisite majority**
7. Appointment of Dr. Sanat Kaul as an Independent Director of the Company - **Special Resolution – passed with requisite majority**

8. Appointment of Mr. Deepak Premnarayan as an Independent Director of the Company - **Special Resolution – passed with requisite majority**
9. Re-appointment of Mr. Harish Mathur as Executive Director & CEO of the Company - **Special Resolution – passed with requisite majority**
10. Approval of borrowing limits u/s 180 (1)(c) of the Companies Act, 2013 - **Special Resolution – passed with requisite majority**
11. Approval of limits for mortgaging and charge creation u/s 180(1)(a) of the Companies Act, 2013 - **Special Resolution – passed with requisite majority**

We request you to kindly take this on record as compliance under Clause 31(d) of the Listing Agreement.

The details of the voting results have already been submitted vide our letter dated September 29, 2014 pursuant to Clause 35A of the Listing Agreement.

Thanking you

Yours faithfully

For Noida Toll Bridge Company Limited



Pooja Agarwal
Company Secretary

