

**Minutes of the Seventeenth Annual General Meeting of Noida Toll Bridge Company Ltd.
held on Friday, September 27, 2013, at 10:30 am at The Toll Plaza, DND Flyway,
Noida – 201 301, Uttar Pradesh**

Directors Present:

Mr. R.K. Bhargava	: Chairman of the Board and Audit Committee
Dr. Sanat Kaul	: Director
Mr. Piyush Mankad	: Director
Mr. Deepak Premnarayan	: Director
Mr. K. Ramchand	: Director
Mr. Arun Saha	: Director
Mr. Harish Mathur	: Executive Director & Chief Executive Officer

Also Present:

Ms. Monisha Macêdo	: Senior Vice President
Mr. Rajiv Jain	: AVP, Finance
Ms. Pooja Agarwal	: Company Secretary
Mr. Amit Luthra	: Statutory Auditor, Luthra & Luthra

84 members present in person
3 persons present as authorized representatives
9 members present in proxy

(1) Chairman of the Meeting

Mr. R.K. Bhargava, Chairman of the Board of Directors, took the Chair.

(2) Quorum

The Chairman welcomed the members to the Annual General Meeting of the Company and announced that since the quorum for the meeting was present, the formal proceedings of the meeting could commence.

(3) Notice of the Annual General Meeting and Directors' Report

With the permission of the members, the Notice convening the meeting and the Directors' Report, having already been circulated to the shareholders, were taken as read.

(4) Auditors' Report

The Chairman requested Ms. Monisha Macedo, Sr. Vice President, to read the Auditors' Report. Ms. Monisha Macedo read the Auditors' Report to the members.

(5) Address to the Shareholders

Mr. R. K. Bhargava, Chairman, apprised the shareholders on the operations of the Company. It was noted that the Company had a fairly good year with an average annual daily traffic on the facility being 114,721 vehicles for 2012- 2013 as against 1, 07,870 vehicles for 2011-12, a growth rate of 6 percent. These improved traffic figures as well as the partial toll increase in November 2011 had positively impacted the Company's financials and the Income from Operations for the year ending March 2013 was Rs 106 crs, a 14 percent increase over the previous year.

CHAIRMAN'S INITIALS	
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Mr. Mathur, Executive Director & CEO, informed the shareholders that subject to and on the basis of regular toll escalations as per the Concession Agreement, growth in traffic, approval of Development Rights and all statutory clearances and receipt of Income from Development Rights, the estimated revenue from the project may enable NTBCL to hand back the asset to NOIDA in accordance with the provisions of the Concession Agreement.

A number of shareholders participated in the proceedings. The queries raised by the shareholders inter alia included the future plans of the Company, clarification on the financials of the Company and declaration of dividends.

(6) Adoption of Accounts

After discussions, the Shareholders considered the Profit & Loss Account for the year ended March 31, 2013 and the Balance Sheet as on that date and the Auditors' Report and Directors' Report thereto, and the following resolution was proposed by Mr. Ashok Kumar Jain and seconded by Mr. Inderjit Singh as an Ordinary Resolution:

"RESOLVED THAT the Profit & Loss Account for the financial year ended March 31, 2013 and the Balance Sheet as on that date and the Directors' Report and the Auditors' Report thereon, be and are hereby received and adopted."

The resolution was put to vote and on a voting by show of hands, was carried unanimously.

(7) Declaration of dividend

The following resolution was adopted, having been proposed by Ms. Raj Kumari and seconded by Mr. Surjit Singh Alag as an Ordinary Resolution.

"RESOLVED THAT payment of a Final Dividend of 10% (Re.1/- per share of RS 10 each) on the paid up equity share capital of the Company be and is hereby approved for the Financial Year 2012- 2013."

The resolution was put to vote and on a voting by show of hands, was carried unanimously.

(8) Re-appointment of Dr. Sanat Kaul

The following resolution was adopted, having been proposed by Mr. Vimal Jain and seconded by Ms. Rama Jain as an Ordinary Resolution:

"RESOLVED THAT Dr. Sanat Kaul, who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as Director of the Company."

The resolution was put to vote and on a voting by show of hands, was carried by the requisite majority.

(9) Re-appointment of Mr. Deepak Premnarayan

The following resolution was adopted, having been proposed by Mr. Rajiv Jain and seconded by Ms. T. M. Sindhu as an Ordinary Resolution:

"RESOLVED THAT Mr. Deepak Premnarayan, who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as Director of the Company."

The resolution was put to vote and on a voting by show of hands, was carried by the requisite majority.

CHAIRMAN'S
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(10) Appointment of Auditors

The following resolution was adopted, having been proposed by Mr. Shanti Lal Gandhi seconded by Ms. Vidhu Kapila as an Ordinary Resolution:

“RESOLVED THAT M/s Luthra & Luthra, Chartered Accountants (Reg. No.002081N), the retiring Auditors of the Company, be and are hereby re-appointed as Statutory Auditors of the Company to hold office until the conclusion of the next Annual General Meeting, at a remuneration as may be mutually agreed upon between M/s Luthra & Luthra and the Board of Directors of the Company.”

The resolution was put to vote and on a voting by show of hands, was carried unanimously.

(11) Amendment to the Articles of Association of the Company

The following resolution was adopted as a special resolution, having been proposed by Mr. Inderjit Singh and seconded by Ms. Vidhu Kapila.

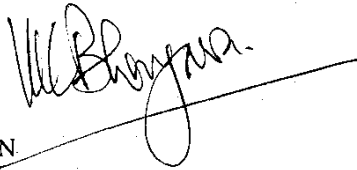
“RESOLVED THAT pursuant to Section 31 and other applicable provisions of the Companies Act, 1956 the following Articles of the Articles of Association of the Company be amended to remove references to IFCI and Intertoll Management Services BV, subsequent to a sale of their shareholdings and termination of the O&M Contract, as detailed in the Explanatory Statement:

- (i) Article 1 (xvi), ~~(xix)~~ (xxvi) and (xxiv) Definition Clause
- (ii) Article 145 Quorum
- (iii) Article 146(i) Affirmative Voting
- (iv) Article 146A Specified Matters, and
- (v) Article 123A Nominee Directors”

The resolution was put to vote and on a voting by show of hands, was carried by the requisite majority.

(12) Vote of Thanks

As there was no other business to be transacted, the meeting ended with a vote of thanks to the Chair.



CHAIRMAN

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 Mr. Piyush Mankad : Director
 Mr. Deepak Premnarayen : Director
 Mr. K. Ramchand : Director
 Mr. Arun Saha : Director
 Mr. Harish Mathur : Executive Director & Chief Executive Officer

Also Present:

Ms. Monisha Macêdo : Senior Vice President
 Mr. Rajiv Jain : AVP, Finance
 Ms. Pooja Agarwal : Company Secretary

 Mr. Amit Luthra : Statutory Auditor, Luthra & Luthra

84 members present in person
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(1) Chairman of the Meeting

Mr. R.K. Bhargava, Chairman of the Board of Directors, took the Chair.

(2) Quorum

The Chairman welcomed the members to the Annual General Meeting of the Company and announced that since the quorum for the meeting was present, the formal proceedings of the meeting could commence.

(3) Notice of the Annual General Meeting and Directors' Report

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(4) Auditors' Report

The Chairman requested Ms. Monisha Macedo, Sr. Vice President, to read the Auditors' Report. Ms. Monisha Macedo read the Auditors' Report to the members.

(5) Address to the Shareholders

Mr. R. K. Bhargava, Chairman, apprised the shareholders on the operations of the Company. It was noted that the Company had a fairly good year with an average annual daily traffic on the facility being 114,721 vehicles for 2012- 2013 as against 1, 07,870 vehicles for 2011-12, a growth rate of 6 percent. These improved traffic figures as well as the partial toll increase in November 2011 had positively impacted the Company's financials and the Income from Operations for the year ending March 2013 was Rs 106 crs, a 14 percent increase over the previous year.

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Mr. Mathur, Executive Director & CEO, informed the shareholders that subject to and on the basis of regular toll escalations as per the Concession Agreement, growth in traffic, approval of Development Rights and all statutory clearances and receipt of Income from Development Rights, the estimated revenue from the project may enable NTBCL to hand back the asset to NOIDA in accordance with the provisions of the Concession Agreement.

A number of shareholders participated in the proceedings. The queries raised by the shareholders inter alia included the future plans of the Company, clarification on the financials of the Company and declaration of dividends.

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The resolution was put to vote and on a voting by show of hands, was carried unanimously.

(7) Declaration of dividend

The following resolution was adopted, having been proposed by Ms. Raj Kumari and seconded by Mr. Surjit Singh Alag as an Ordinary Resolution.

"RESOLVED THAT payment of a Final Dividend of 10% (Re.1/- per share of RS 10 each) on the paid up equity share capital of the Company be and is hereby approved for the Financial Year 2012- 2013."

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(8) Re-appointment of Dr. Sanat Kaul

The following resolution was adopted, having been proposed by Mr. Vimal Jain and seconded by Ms. Rama Jain as an Ordinary Resolution:

"RESOLVED THAT Dr. Sanat Kaul, who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as Director of the Company."

The resolution was put to vote and on a voting by show of hands, was carried by the requisite majority.

(9) Re-appointment of Mr. Deepak Premnarayan

The following resolution was adopted, having been proposed by Mr. Rajiv Jain and seconded by Ms. T. M. Sindhu as an Ordinary Resolution:

"RESOLVED THAT Mr. Deepak Premnarayan, who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as Director of the Company."

The resolution was put to vote and on a voting by show of hands, was carried by the requisite majority.

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(10) Appointment of Auditors

The following resolution was adopted, having been proposed by Mr. Shanti Lal Gandhi seconded by Ms. Vidhu Kapila as an Ordinary Resolution:

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Also Present:

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