

September 28, 2015

General Manager,
 Listing Department,
 BSE Limited,
 P.J. Tower, Dalal Street,
 Mumbai 400 001
 Fax Nos: 022- 22722037/39/41/61
 022-22723121/3719/1278/1557/3354
 /3577

Scrip Code No: 533177

Vice President,
 Listing Department,
 National Stock Exchange of India Limited
 'Exchange Plaza', Bandra Kurla Complex,
 Bandra (East), Mumbai - 400 051
 Fax Nos. 022-26598237/38,
 022-26598347/48

Scrip Code No: IL&FSTRANS EQ

Dear Sirs,

Re.: Compliance under Clause 35A of Equity Listing Agreement – Postal Ballot

The Board of Directors had sought approval of the Shareholders of the Company pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for increase in borrowing powers of the Company

Mr. S. Anantha Rama Subramanian, Practising Company Secretary, Scrutinizer appointed for conducting the Postal Ballot process have submitted his report dated September 28, 2015. A copy of the aforesaid report is enclosed for your records

In terms of Clause 35A of the Equity Listing Agreement, we give below the details of the resolution passed by the Shareholders through Postal Ballot:

Item No	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/Poll/Postal Ballot/E-voting)	Remarks
1.	Increase in borrowing limits of the Company from the existing limit of ₹ 7,000 Crores to ₹ 9,000 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013 and authorizing the Board of Directors or its Committee to do all that is necessary in connection therewith	Special Resolution	Postal Ballot / E-Voting	Passed with requisite majority

Details of Postal ballot/E-voting are given below:

Resolution No. 1

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	174649776	174649776	100.00	174649776	0	100.00	0.00
Public – Institutional Holders	25904603	17777385	68.63	17749012	28373	99.84	0.16
Public-Others	46165641	8428623	18.26	8411588	17035	99.80	0.20
Total	246720020	200855784	81.41	200810376	45408	99.98	0.02

Based on the outcome of the results of the postal ballot as above, the Chairman announced the resolutions as passed with the requisite majority on September 28, 2015

Thank you,

For IL&FS Transportation Networks Limited



Krishna Ghag
Vice President &
Company Secretary



Report of Scrutinizer

[Pursuant to section 110 of the Companies Act, 2013 and Rule 22 of the Companies
(Management and Administration) Rules, 2014]

The Board of Directors

IL&FS Transportation Networks Limited

The IL&FS Financial Centre, Plot No. C-22
G-Block, Bandra- Kurla Complex
Bandra (E), Mumbai – 400 051

Dear Sirs,

Sub.: Result of the Postal Ballot conducted to obtain the approval of the Shareholders of IL&FS Transportation Networks Limited. This has reference to the Postal Ballot forms / E-Votes received from the Shareholders of IL&FS Transportation Networks Limited (the 'Company'), in connection with the Special Resolution, as specified in the Postal Ballot Notice dated August 10, 2015 ("the said Notice") read with the Explanatory Statement attached thereto:

Pursuant to the resolution passed by the Board of Directors of IL&FS Transportation Networks Limited (hereinafter referred as the "Company") on August 10, 2015. I, S. Anantha Rama Subramanian, Practising Company Secretary (FCS: 4443; CP: 1925) appointed as the Scrutinizer by the Company to receive, process and scrutinize the postal ballot process in respect of the Special Resolution as mentioned in the notice of Postal Ballot dated August 10, 2015, submit my report as under:

- 1) As required under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company had dispatched Notice and Postal Ballot Forms to its members whose name(s) appeared on the Register of Members / List of beneficiaries as on cut-off date.
- 2) The Company had appointed Link Intime (India) Private Limited to provide e-voting facility to its members. The e-voting period commenced on the Thursday, August 27, 2015 (9.00 am IST) and ended on the Saturday, September 26, 2015 (5.30 pm IST).
- 3) The last date for the receipt of the Postal Ballot Forms was on Saturday, September 26, 2015 at 5.30p.m.
- 4) The Shareholders holding shares as on the "Cut Off" date i.e. Friday, August 21, 2015 were entitled to vote on the proposed resolution.



S. Anantha Rama Subramanian...2



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5) 81 Postal Ballot forms were received and 383 shareholders casted their votes on the e-voting platform.

6)The Postal Ballot Forms were scrutinized and signatures of the members who had cast their votes were verified with their specimen signatures registered with RTA and approved by the RTA for verification.

7)There was no Shareholder indentified who has casted his vote both in physical form and e-voting platform.

8)The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or Client ID of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.

9) After the end of the voting period on 26thSeptember, 2015, I collected all the postal ballots received. As a scrutinizer, the report of Postal Ballot was duly complied and accordingly the result of Postal Ballot which includes voting through Physical Ballot Forms and e-voting is as under:

SPECIAL RESOLUTION

INCREASE IN BORROWING POWERS OF THE COMPANY

RESOLVED THAT in supersession of the resolution dated January 5, 2015, passed by the Members of theCompany and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of theCompanies Act, 2013, Foreign Exchange Management Act, 1999, including Rules and Regulations framedthereunder, (including any statutory modification thereof and circulars, notifications, clarifications, rules passedthereunder from time to time) and subject to any other approval, if required, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shallbe deemed to include any duly authorised Committee constituted or may hereinafter be constituted) to borrow byway of loans/debentures/bonds/deposits or such securities/instruments (whether secured or unsecured, rated orunrated, listed or unlisted) for the purpose of the business of the Company upto a limit of Rs.9,000 Crores in placeof the existing limit of Rs.7,000 Crores either in Indian Rupees or in Foreign Currency from time to time from anybank(s) or any financial institution(s) or any other institution(s), firm(s), body/bodies corporate or other person(s)or from any other source in India or outside India for the purpose of working capital and other requirements of theCompany notwithstanding that the moneys to be borrowed together with the moneys already borrowed by theCompany (apart from temporary loans obtained from the Company's bankers in the ordinary course of business),will exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves notset apart for any specific purposes;

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RESOLVED FURTHER THAT the Board of Directors of the Company or Committee thereof be and are hereby authorized to do all such acts, deeds, as the Board may, in its absolute discretion, consider necessary, expedient or desirable including the power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interests of the Company, as it may deem fit.

Total number of Postal Ballot Forms / E-Votes considered in connection with the passing of the above-mentioned Special Resolution:

Sr. No.	Particulars	No. of Postal Ballot Forms(81*)/ E-Votes (383)	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	400	20,08,10,376	99.98
B	Votes against the Resolution	56	45,408	0.02
C	Total valid votes (A+B)	456	20,08,55,784	100.00
D	Invalid Votes*	8	12,905	--
	TOTAL (C+D)	464	20,08,68,689	--

*Note: Total folios participated through Physical Postal Ballot: 81 out of which 4 Folios abstained from voting for the above Special Resolution.

**For S. Anantha & Co.,
Company Secretaries**

**S. Anantha Rama Subramanian
Proprietor**

**Place: Mumbai
Date: 28th September, 2015**

