

August 14, 2018

**General Manager**  
Listing Department  
BSE Limited,  
P.J. Tower, Dalal Street,  
Mumbai - 400 001

**Vice President,**  
Listing Department,  
National Stock Exchange of India Limited  
'Exchange Plaza', Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051

**Scrip Code No. 533177**

**Scrip Code No. IL&FSTRANS EQ**

Dear Sirs,

**Re: Notice of 18<sup>th</sup> Annual General Meeting of the Company scheduled on September 4, 2018**

Pursuant to Regulation 30 (4) of SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, please find enclosed the Notice of 18<sup>th</sup> Annual General Meeting of the Company scheduled on Tuesday, September 4, 2018 dispatched to shareholders on August 11, 2018

Thank you

Yours faithfully,

For IL&FS Transportation Networks Limited

  
Krishna Ghag  
Vice President &  
Company Secretary

# NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of IL&FS Transportation Networks Limited will be held at Y B Chavan Auditorium, Next to Sachivalaya Gymkhana, Opp. Mantralaya, Gen. J. Bhosale Marg, Mumbai 400 021 on Tuesday, September 4, 2018 at 11.00 a.m. to transact the following business:

## Ordinary Business:

- (1) To receive, consider and adopt:
  - (a) the Audited Standalone Financial Statements for the year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon; and
  - (b) the Audited Consolidated Financial Statements for the year ended March 31, 2018
- (2) To confirm the payment of interim dividend as final dividend on Preference Shares
- (3) To appoint a director in place of Mr. Arun K Saha (DIN:00002377), who retires by rotation and being eligible offers himself for re-appointment as a director and in this regard, pass the following resolution as an

### Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Arun K Saha (DIN:00002377), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation"

## SPECIAL BUSINESS:

- (4) To consider and, if thought fit, to give assent or dissent to the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and subject to approval of Central Government and such other approvals, as may be necessary, consent of the Company be and is hereby accorded to the appointment of Mr. K Ramchand

(DIN: 00051769) as Managing Director, not liable to retire by rotation for a period of five years from April 1, 2018 to March 31, 2023, at a remuneration and upon the terms, conditions and remuneration set out hereunder:

- (i) Consolidated Salary: In the bandwidth of ₹ 19,00,000/- to ₹ 35,00,000/- per month with annual increments as may be decided by the Board of Directors or Nomination and Remuneration Committee ("NRC") of the Board of Directors of the Company ("Board"), effective April 1 each year
- (ii) Performance Related Pay/Incentive: Such remuneration by way of Performance based rewards/ incentives, in addition to the above salary and perquisites as may be decided by NRC or Board from time to time
- (iii) Perquisites:
  - (a) Housing: The Company shall provide Mr. K. Ramchand, fully furnished accommodation. In case no accommodation is provided, he shall be entitled to House Rent Allowance as may be decided by the NRC or Board or as per the rules of the Company and maintenance of accommodation / support services required thereto
  - (b) Allowances: Mr. K. Ramchand shall be entitled to allowances as per the rules of the Company or as may be approved by the NRC or Board from time to time
  - (c) Medical Reimbursement: Expenses incurred for Mr. K. Ramchand and his family as per the rules of the Company, subject to a ceiling of one month's consolidated salary. He shall be entitled for reimbursement of unclaimed medical expenses for any particular year(s), during any or all the succeeding 5 (five) years until expiry of his tenure of appointment, whichever is later
  - (d) Leave Travel Allowance: For Mr. K. Ramchand and his family once in a year to any destination in India by air and / or rail / road as per rules of the Company, subject to a ceiling of one

month's consolidated salary. In the event Mr. K. Ramchand is unable to undertake the travel, he shall be entitled to a lump sum allowance once a year, subject to deduction of tax at source as applicable, as per the rules of the Company

- (e) Car: Mr. K. Ramchand shall be provided with a chauffeur driven car for use on Company's business. The use of car for private purposes will be billed to him as per the rules of the Company
- (f) Club Fees: Fees of club memberships subject to a maximum of 3 (three) clubs. This will not include life membership fees
- (g) Mediclaim Insurance: For Mr. K. Ramchand and his family, as per the rules of the Company or as may be approved by the NRC or Board from time to time  
  
Explanation: For the purpose of (c), (d) and (g), "Family" means spouse, dependent children and dependent parents
- (h) Telephone/ Fax: Mr. K. Ramchand shall be provided with telephone(s) at his residence. Personal long distance calls will be billed as per the rules of the Company
- (i) Electricity: Mr. K. Ramchand shall be entitled to reimbursement of residential electricity bills at actuals
- (j) Retirement Benefits: Contribution to Provident Fund, Superannuation Fund and Gratuity Fund as per the rules of the Company. Gratuity payable shall not exceed a month's salary for each completed year of service or as per the rules of the Company. These will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under Income Tax Act, 1961
- (k) Leave Encashment: Encashment of leave, as per the rules of the Company, subject to deduction of tax at source, as applicable. This will also not be included in the computation of the ceiling on perquisites
- (iv) Minimum Remuneration: Notwithstanding anything to the contrary herein contained where in any financial year, during the currency of tenure of

Mr. K. Ramchand, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and performance related pay/incentive shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013, or any other law or enactment for the time being or from time to time in force subject to approval of the members / Central Government, if required

- (v) General Conditions:
  - (a) Mr. K. Ramchand shall be entitled to such other privileges, facilities and amenities in accordance with the Company rules and regulations as may be applicable to other employees of the Company as may be decided by NRC or Board, within the overall limits prescribed under the Companies Act, 2013 and Rules framed thereunder
  - (b) Mr. K. Ramchand shall not be liable to retire by rotation
  - (c) Mr. K. Ramchand shall not be paid any sitting fees for attending meetings of the Board of Directors or Committees thereof

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committees of the Board) shall, in accordance with the statutory limits /approvals as may be applicable for the time being in force, be at full liberty to revise/ alter/ modify/ amend the terms and conditions of the appointment from time to time as may be agreed to by the Board and Mr. K. Ramchand"

- (5) To consider and, if thought fit, to give assent or dissent to the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and subject to approval of Central Government and such other approvals, as may be necessary, consent of the Company be and is hereby accorded to the appointment of Mr. Mukund Sapre (DIN: 00051841) as the Executive Director, not liable to retire by rotation for a period of five years from April 1, 2018 to

March 31, 2023, at a remuneration and upon the terms, conditions and remuneration set out hereunder:

- (i) Consolidated Salary: In the bandwidth of ₹ 12,00,000/- to ₹ 25,00,000/- per month with annual increments as may be decided by the Board of Directors or the Nomination and Remuneration Committee ("NRC") of the Board of Directors of the Company ("Board"), effective April 1 each year
- (ii) Performance Related Pay/Incentive: Such remuneration by way of Commission / Performance based rewards/ incentives, in addition to the above salary and perquisites as may be decided by NRC or Board from time to time
- (iii) Perquisites:
  - (a) Housing: The Company shall provide Mr. Mukund Sapre with furnished accommodation. In case no accommodation is provided, he shall be entitled to House Rent Allowance as may be decided by NRC or Board or as per the rules of the Company and maintenance of accommodation / support services required thereto
  - (b) Allowances: Mr. Mukund Sapre shall be entitled to allowances as per the rules of the Company or as may be approved by NRC or Board from time to time
  - (c) Medical Reimbursement: Expenses incurred for Mr. Mukund Sapre and his family as per the rules of the Company, subject to a ceiling of one month's consolidated salary. He shall be entitled for reimbursement of unclaimed medical expenses for any particular year(s), during any or all the succeeding 5 (five) years until expiry of his tenure of appointment, whichever is later
  - (d) Leave Travel Allowance: For Mr. Mukund Sapre and his family once in a year to any destination in India by air and / or rail / road as per the rules of the Company, subject to a ceiling of one month's consolidated salary. In the event Mr. Mukund Sapre is unable to undertake the travel, he shall be entitled to a lump sum allowance once a year, subject to deduction of tax at source as applicable, as per rules of the Company
  - (e) Car: Mr. Mukund Sapre shall be provided with a chauffeur driven car for use on Company's

business. The use of car for private purposes will be billed to him as per the rules of the Company

- (f) Club Fees: Fees of club memberships subject to a maximum of 2 (two) clubs. This will not include life membership fees
- (g) Mediclaim Insurance: For Mr. Mukund Sapre and his family, as per the rules of the Company or as may be approved by NRC or Board from time to time  
  
Explanation: For the purpose of (c), (d) and (g), "Family" means spouse, dependent children and dependent parents
- (h) Telephone/ Fax: Mr. Mukund Sapre shall be provided with telephone(s) at his residence. Personal long distance calls will be billed as per the rules of the Company
- (i) Electricity: Mr. Mukund Sapre shall be entitled to reimbursement of residential electricity bills at actuals
- (j) Retirement Benefits: Contribution to Provident Fund, Superannuation Fund and Gratuity Fund as per the rules of the Company. Gratuity payable shall not exceed a month's salary for each completed year of service or as per the rules of the Company. These will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under Income Tax Act, 1961
- (k) Leave Encashment: Encashment of leave, as per the rules of the Company, subject to deduction of tax at source, as applicable. This will also not be included in the computation of the ceiling on perquisites
- (iv) Minimum Remuneration: Notwithstanding anything to the contrary herein contained where in any financial year, during the currency of tenure of Mr. Mukund Sapre, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and performance related pay/incentive shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013, or any other law or enactment for the time being or from time to time in

force subject to approval of the members / Central Government, if required

- (v) General Conditions:
- (a) Mr. Mukund Sapre shall be entitled to such other privileges, facilities and amenities in accordance with the Company Rules and Regulations as may be applicable to other employees of the Company as may be decided by NRC or Board, within the overall limits prescribed under the Companies Act, 2013 and Rules framed thereunder
  - (b) Mr. Mukund Sapre shall not be liable to retire by rotation
  - (c) Mr. Mukund Sapre shall not be paid any sitting fees for attending meetings of the Board of Directors or Committees thereof

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committees of the Board) shall, in accordance with the statutory limits /approvals as may be applicable for the time being in force, be at full liberty to revise/ alter/ modify/ amend the terms and conditions of the appointment from time to time as may be agreed to by the Board and Mr. Mukund Sapre"

- (6) To consider and, if thought fit, to give assent or dissent to the following resolution to be passed as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, (including any statutory modifications(s) / re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the remuneration payable to M/s. Chivilkar Solanki & Associates, Cost Accountants, Mumbai (Firm Registration No.: 000468) appointed as Cost Auditors of the Company to conduct the cost audit of the records of the Company for FY 2018-19, amounting to ₹ 2,00,000/- (Rupees Two Lakhs) plus service tax as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby approved"

- (7) To consider and, if thought fit, to give assent or dissent to the following resolution to be passed as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 71, 179 and all other applicable provisions, if any, of the Companies Act, 2013, read with proviso to Rule 14(2)(a) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules, if any, made thereunder, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, ("Debt Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification thereof and any circulars, notifications, clarifications, rules passed thereunder from time to time) and in accordance with the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, sanctions, permissions as may be necessary from all appropriate statutory and regulatory authorities, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions which may be agreed to by the Board and subject to the total borrowings of the Company not exceeding the borrowing powers approved by the Members under Section 180(1)(c) of Companies Act 2013, the approval of the Members of the Company be and is hereby accorded to the Board of Directors to offer or invite subscription for secured/unsecured Non-Convertible Debentures including but not limited to subordinated Debentures, bonds, and/or other debt securities, etc. ("NCDs") (the "Issue") to the prospective investor(s) on a private placement basis in one or more tranches for an aggregate amount not exceeding ₹ 3,500 Crore, within the overall borrowing limits of the Company as may be approved by the Members from time to time

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized on behalf of the Company to do such acts, deeds and things as they may in their absolute discretion deem necessary or desirable in connection with such Issue or any matters incidental thereto including but not limited to the class of investors to whom NCDs are to be issued, the determination of the face value, issue price, issue size, timing, amount, security, coupon / interest rate(s), yield, utilization of issue proceeds, listing, allotment and other terms and conditions of Issue; and to deal with all such matters, settle all questions, difficulties or doubts that may arise in regard to the issue or allotment of such Debentures, and take all such steps as may be necessary and to sign/execute, any deeds/documents/agreements/ undertakings/papers/writings etc. as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be

deemed to have given their approval thereto expressly by the authority of this resolution”

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to sub-delegate all or any of the above authorizations in favour of a Committee of the Board of Directors subject to such conditions as it may deem fit”

- (8) To consider, and if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013 (the Act), and any other applicable provisions of the Act, read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Members be and is hereby accorded to insert Article 14(3), 77(4) & (5) in the Articles of Association as detailed below:

14(3) The Board or Committee(s) thereof have power to consolidate or reissue securities including debentures, bonds or any debt instrument issued and /or to be issued from time to time, upon such terms and conditions and in such manner and for such consideration as the Board or Committee(s) thereof shall consider beneficial for the Company

77(4) In case the Company obtains any loans / other facilities from financial institutions and it is a term thereof that the said financial institution shall have right to nominate one or more directors, then subject to such terms and conditions as may be agreed upon the said financial institutions shall be entitled to nominate one or more directors as the case may be, on the Board of Directors of the Company and to remove from office any such director so appointed and to nominate another in his place or in place of the director so appointed who resigns or otherwise vacates his office. Any such nomination or removal shall be made in writing and by a resolution of the Board of Directors of such financial institution or by any person duly authorized by it

77(5) The Nominee Directors appointed under the last preceding Article shall be entitled to hold office until retired by the person, firm or body corporate who may have appointed them. A Nominee Director shall not require any qualification Shareholding. As and when

a Nominee Director vacates office whether upon request as aforesaid or by death, resignation or otherwise, the person, firm or body corporate who appointed such Nominee Director may appoint another Director in his place. Every nomination, appointment or removal of a Nominee Director or other notification under this Article shall be in writing and shall in the case of a Company under the hand of a Director of such Company duly authorised in that behalf by a resolution of the Board of Directors. Subject as aforesaid, a Nominee Director shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby also authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution”

- (9) To consider, and if thought fit, to give assent or dissent to the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed thereunder, consent of the Company be and is hereby accorded to charge a fee from a Member in advance, a sum equivalent to the estimated expenses of delivery of the documents through a particular mode if a request has been received from the Member of the Company for delivery of any document through a particular mode, provided such request alongwith the such fee has been duly realised by the Company at least one week in advance of the dispatch of the document(s) by the Company

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees to be paid in advance for delivery of the document(s)”

(10) **Increase in Authorised Share Capital of the Company**

To consider and, if thought fit, to give assent or dissent to the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 16, 94 and all other applicable provisions of the Companies Act, 2013 (the "Act"), if any read with Companies (Share Capital and Debentures) Rules, 2014, including any amendment/ modification to or re-enactment thereof, the Authorised Share Capital of the Company be increased from the existing ₹ 1,500,00,00,000 (Rupees One Thousand Five Hundred Crore only) comprising of Equity Share Capital of ₹ 500,00,00,000 (Rupees Five Hundred Crore only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of ₹ 10/- each and Preference Share Capital of ₹ 1000,00,00,000 (One Thousand Crore) divided into 100,00,00,000 (One Hundred Crores) Preference Shares of ₹ 10/- each to ₹ 2,500,00,00,000 (Rupees Two Thousand Five Hundred Crore only) comprising of Equity Share Capital of ₹ 2,000,00,00,000 (Rupees Two Thousand Crore Only) divided into 200,00,00,000 (Two Hundred Crore) Equity Shares of ₹ 10/- each and Preference Share Capital of ₹ 500,00,00,000 (Five Hundred Crore) divided into 50,00,00,000 (Fifty Crore) Preference Shares of ₹ 10/- each by reclassifying the un-issued Authorized Preference Share Capital of the Company to the extent of ₹ 500,00,00,000/- (Five Hundred Crore Only) divided into 50,00,00,000 (Fifty Crore) Preference Shares of ₹ 10/- each as Equity Share Capital by way of cancellation of the said Authorized Preference Share Capital and by further creation of additional capital of 117,10,39,973 (One Hundred Seventeen Crore Ten Lakhs Thirty Nine Thousand Nine Hundred Seventy Three) Equity Shares of ₹ 10/- each ranking pari passu with the existing equity shares and consequently the existing Clause V of the Memorandum of Association of the Company, relating to share capital, be substituted by the following new Clause V:

**Clause V:**

- (i) The Authorised Share Capital of the Company is ₹ 2,500,00,00,000 (Rupees Two Thousand Five Hundred Crore only) comprising of Equity Share Capital of ₹ 2,000,00,00,000 (Rupees Two Thousand Crore Only) divided into 200,00,00,000 (Two Hundred Crore) Equity Shares of ₹ 10/- each and Preference Share Capital of ₹ 500,00,00,000 (Five Hundred Crore) divided into 50,00,00,000 (Fifty Crore) Preference Shares of ₹ 10/- each
- (ii) The paid up share Capital of the Company shall be minimum of ₹ 5,00,000/- (Rupees Five Lakhs Only):

- (a) Any shares of the original or increased capital may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred or qualified rights as compared with any shares previously issued, or then about to be issued, or subject to any such provisions or conditions and with any special right or limited rights or without any right of voting, and generally on such terms as the Company may from time to time determine
- (b) The right of the holders of any class of shares for the time being forming part of the Capital of the Company, may be modified, affected, varied, extended by the Company or surrendered either with the consent in writing of the holders of three-fourth of the issued shares of the class or with the sanction of a special resolution passed at the separate meeting of holders of these shares

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee(s) and/or any of the Director(s)/Person(s) authorized by the Board of Directors of the Company to exercise powers conferred by this Resolution to the extent permitted by law) be and are hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the purpose of giving effect to this resolution and to settle any questions and difficulties that may arise in this regard"

**By Order of the Board**  
For **IL&FS Transportation Networks Limited**

**Krishna Ghag**  
Vice President & Company Secretary  
Membership No. 4489

Mumbai, July 27, 2018

Registered Office:  
The IL&FS Financial Centre,  
C-22, G-Block, Bandra - Kurla Complex,  
Bandra (East), Mumbai 400051

CIN: L45203MH2000PLC129790

**NOTES:**

- 1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, trusts, etc., must be supported by appropriate resolutions / authority, as applicable**

**A person can act as a proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total paid-up share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member**

2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the business under Item Nos. 4 to 10 of the Notice is annexed hereto. The relevant details as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015) and Secretarial Standard 2 (SS-2) for persons seeking Appointment/ Re-appointment as Director under Item No. 3 to 5 of the Notice is also annexed
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the business under Item Nos. 4 to 10 of the Notice is annexed hereto. The relevant details as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015) and Secretarial Standard 2 (SS-2) for persons seeking Appointment/ Re-appointment as Director under Item No. 3 to 5 of the Notice is also annexed
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing such representative(s) to attend and vote on their behalf at the Meeting
5. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from August 28, 2018 to September 4, 2018 (both days inclusive)
6. The Register of Directors and Key Managerial Persons and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM
8. Members are requested to immediately intimate changes, if any, in their registered addresses along with pin code number to the Company or the Registrar & Share Transfer Agents. Members holding shares in dematerialised mode are requested to intimate the same to their respective depository participants
9. In order to avail the facility of Electronic Clearing Service (ECS), Members holding shares in physical form are requested to provide bank account details to the Company or the Registrar & Share Transfer Agents. Members holding shares in dematerialised mode are requested to instruct their respective Depository Participants their details of bank account in which they wish to receive the dividends. The Company/ Registrars & Share Transfer Agents will not act on any request received from the Members holding shares in dematerialised form for carrying out any change/ deletion of such bank account details
10. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate risks associated with physical shares
- According to SEBI Circular, except in case of transmission or transposition of securities, request for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form. Accordingly, the members holding shares in physical form are requested to dematerialise their shares
11. In terms of Section 125 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (the Rules), such unclaimed / unpaid dividend lying in the Company's bank account for a consecutive period of seven years amounting to ₹ 1,03,290/- for FY 2009-10 was transferred to Investor Education and Protection Fund (IEPF) on September 20, 2017. Accordingly, the underlying equity shares viz. 514 equity shares were also



transferred to the demat account of IEPF, the details of which are available on the weblink: [http://www.itnlindia.com/pdf/files/DV/Details\\_of\\_Shareholders\\_dividend\\_unclaimed\\_for\\_7\\_consecutive\\_years\\_2017.pdf](http://www.itnlindia.com/pdf/files/DV/Details_of_Shareholders_dividend_unclaimed_for_7_consecutive_years_2017.pdf)

Further, the dividend for FY 2010-11, which has remained unpaid/unclaimed for a consecutive period of seven years are due for transfer to IEPF Account on due date viz. September 11, 2018. The underlying Equity Shares would also be transferred to demat account of IEPF Account on the due date, the details of which can be found at the weblink: [http://www.itnlindia.com/pdf/files/DV/StatementofUnclaimed\\_dividendamountconsecutivelyfor\\_7years\\_2018.pdf](http://www.itnlindia.com/pdf/files/DV/StatementofUnclaimed_dividendamountconsecutivelyfor_7years_2018.pdf)

The Members may claim the shares/dividend transferred to IEPF by making an application to IEPF in Form IEPF-5 as per the IEPF Rules. The said form is available on the website of IEPF viz. <http://www.iepf.gov.in/IEPFA/corporates.html>

In case the Members have any queries on the subject matter and the Rules, they may contact the Company's RTA, M/s Link Intime India Private Limited, Unit - IL&FS Transportation Networks Limited, C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400 083; Tel. No.: +91-22-49186270; Fax No.: +91-22-49186060; E-Mail: [iepf.shares@linkintime.co.in](mailto:iepf.shares@linkintime.co.in)

12. The Notice of the AGM along with the Annual Report for FY 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member had requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode
13. Members intending to require information or clarifications about the Financial Statements, to be explained at the Meeting are requested to inform the Company atleast a week in advance to enable the Company to compile the information and provide replies at the Meeting
14. Members are requested to bring their copy of the Annual Report to the Meeting
15. A Route-map showing directions to reach the venue of the 18th Annual General Meeting of the Company is enclosed with the notice
16. Process and manner for voting through electronic means:
  - i. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (LODR), Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the 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 NSDL
  - ii. Mrs. Jayshree S. Joshi (FCS: 1451; CP No.: 487), Proprietress of Jayshree Dagli & Associates, Company Secretaries, Mumbai has been appointed as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner
  - iii. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper
  - iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again
  - v. The remote e-voting period commences on Saturday, September 1, 2018 (9.00 am IST) and ends on Monday, September 3, 2018 (5.00 pm IST). During this period, Members holding shares in physical or dematerialized form, as on the cut-off date i.e. Tuesday, August 28, 2018, may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently
  - vi. The voting rights of Members shall be in proportion to their share in the paid up share capital of the Company as on the cut-off date i.e. August 28, 2018
  - vii. A Member can opt for only one mode of voting i.e. either through remote e-voting or by ballot. If a Member casts votes by both modes, then the voting done through e-voting shall prevail and ballot shall be treated as invalid

viii. **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:
  
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’

<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for members**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [jayshreedagli@gmail.com](mailto:jayshreedagli@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. 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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- ix. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper
- x. At the end of discussion on the resolutions on which voting is to be held. The Chairman will allow

the Members present at the meeting to cast their vote with the assistance of scrutinizer, by use of "Ballot Paper" who have not cast their votes by availing the remote e-voting facility

- xi. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of 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
- xi. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.itnlindia.com](http://www.itnlindia.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULE 15(3) OF COMPANIES (MEETINGS OF BOARD AND ITS POWERS) RULES, 2014**

**Item no. 4 & 5**

At the Annual General Meeting held on August 8, 2013, the Members had approved the re-appointment of Mr. K. Ramchand as Managing Director and Mr. Mukund Sapre as Executive Director of the Company for a period of 5 (five) years with effect from April 1, 2013. Both of them have been instrumental for development of all the projects of the Company from the conceptualisation stage to completion/ operations which has enabled the Company to become the largest BOT Road operator in the Country

The term of their appointment was valid upto March 31, 2018, however, the Board of Directors at their meeting held on February 9, 2018 decided to re-appoint Mr. K. Ramchand as Managing Director and Mr. Mukund Sapre as Executive Director for a further period of 5 (five) years effective April 1, 2018 subject to the approval of the Members

Brief Profile of Mr. K. Ramchand, Managing Director and Mr. Mukund Sapre, Executive Director in terms of Regulation 36 of SEBI (LODR) Regulations 2015 and Secretarial Standard 2 (SS-2), is provided in the Annexure to this Notice

The terms and conditions of re-appointment of Mr. K. Ramchand, Managing Director and Mr. Mukund Sapre, Executive Director as provided in the resolution attached to this notice shall be treated as an abstract pursuant to Section 190(2) of the Companies Act, 2013

The Board of Directors of the Company recommends the Resolution to be passed as an Ordinary Resolution as set out in the accompanying Notice for approval of the Members

None of the Directors except Mr. K. Ramchand, Managing Director and Mr. Mukund Sapre, Executive Director or their respective relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their equity shareholdings in the Company

A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days except Saturday and Sunday, between 2.00 p.m. and 5.00 p.m. upto the date of the meeting

**Item no. 6**

The Board of Directors on the recommendation of the Audit Committee, had approved the appointment of M/s. Chivilkar Solanki & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for FY 2018-19

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor for FY 2018-19 is required to be approved by the Members of the Company. Accordingly, the Members are requested to approve the remuneration payable to the Cost Auditor for the financial year ending March 31, 2019, as set out in the said Resolution of the Notice

The Board of Directors recommends the Resolution to be passed as a Ordinary Resolution as set out in the accompanying Notice for approval of the Members

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their equity shareholdings in the Company.

A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days except Saturday and Sunday, between 2.00 p.m. and 5.00 p.m. upto the date of the meeting

**Item no. 7**

Pursuant to the provisions of Section 42, and Section 179 of Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company offering or making an invitation to subscribe to Non-Convertible Debentures ("NCDs") is required to obtain the prior approval of the Members of the Company by way of a Special Resolution which is valid for a year. The Special Resolution passed by the Members on August 29, 2017 authorizing the Board of Directors to issue Non-Convertible Debentures to the extent of ₹ 3,500 Crore shall be valid until August 28, 2018. The Company had raised only an amount of ₹ 1,114.50 Crore during the previous year. These NCDs had been a major source of funding plan for FY 17-18 and has helped in reducing the borrowing cost and also elongate the maturity profile of borrowings by converting short term maturities to long term. The Company proposes to continue its plans to raise funds through issue of long term NCDs during the current financial year. The Company therefore proposes to seek fresh approval for raising a sum of upto ₹ 3,500 Crore by issue of NCDs so as to bring down the short term debt level

The resolution contained in the accompanying Notice, accordingly, seeks members' approval through Special Resolution for Private Placement of Non-Convertible Debentures to the prospective investor(s) in one or more tranches for an aggregate amount not exceeding ₹ 3,500 Crore and authorizing Board of Directors including any Committee thereof for the aforesaid purpose and to complete all formalities in this connection

The Board of Directors recommends the resolution to be passed as a Special Resolution as set out in the accompanying Notice for approval of the Members

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their equity shareholdings in the Company

A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days except Saturday and Sunday, between 2.00 p.m. and 5.00 p.m. upto the date of the meeting

**Item no. 8**

**The Alteration of Articles of Association of the Company are proposed for the following:**

- (i) Companies issuing Debt Securities on Private Placement

Basis, are required to provide an enabling clause in the Articles of Association of the Company to carry out consolidation and re-issue of Debt Securities as per the direction issued vide Circular No. (No. CIR/IMD/DF-1/67/2017) dated June 30, 2017

- (ii) In order for the Lenders/Financial Institutions to appoint Nominee Directors on the Board of the Company as part of their terms and conditions, the clauses pertaining to appointment of Nominee Directors is proposed to be inserted in the Article as an enabling provision

The Board of Directors recommends the resolution to be passed as a Special Resolution as set out in the accompanying Notice for approval of the Members

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their equity shareholdings in the Company

A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days except Saturday and Sunday, between 2.00 p.m. and 5.00 p.m. upto the date of the meeting

**Item no. 9**

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its Annual General Meeting

Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution. Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Board accordingly recommend the Ordinary Resolution at Item No.9 of the accompanying notice, for the approval of the Members of the Company

None of the Directors or their respective relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their equity shareholdings

in the Company

**Item no. 10**

In order to enable the Company to raise further capital by issue of Securities, it is proposed to increase the Authorised Share Capital of the Company by creation of additional 117,10,39,973 (One Hundred Seventeen Crore Ten Lakhs Thirty Nine Thousand Nine Hundred Seventy Three) Equity Shares of ₹ 10 each

Pursuant thereto, it is proposed to increase the Authorised Share Capital of the Company from existing ₹ 1500,00,00,000 (Rupees One Thousand Five Hundred Fifty Crores only) comprising of Equity Share Capital of ₹ 500,00,00,000 (Rupees Five Hundred Crore only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of ₹ 10/- each and Preference Share Capital of ₹ 1,000,00,00,000 (One Thousand Crore) divided into 100,00,00,000 (One Hundred Crore) Preference Shares of ₹ 10/- each to ₹ 2,500,00,00,000 (Rupees Two Thousand Five Hundred Crore only) comprising of Equity Share Capital of ₹ 2000,00,00,000 (Rupees Two Thousand Crore Only) divided into 200,00,00,000 (Two Hundred Crore) Equity Shares of ₹ 10/- each and Preference Share Capital of ₹ 500,00,00,000 (Five Hundred Crore) divided into 50,00,00,000 (Fifty Crore) Preference Shares of ₹ 10/- each by reclassifying the un-issued Authorized Preference Share

Capital of the Company to the extent of ₹ 500,00,00,000/- (Five Hundred Crore Only) divided into 50,00,00,000 (Fifty Crore) Preference Shares of ₹ 10/- each as Equity Share Capital by way of cancellation of the said Authorized Preference Share Capital and by further creation of additional capital of 117,10,39,973 (One Hundred Seventeen Crore Ten Lakhs Thirty Nine Thousand Nine Hundred Seventy Three) Equity Shares of ₹ 10/- each ranking pari passu with the existing equity shares. By and for that purpose, Clause V of the Memorandum of Association of the Company is proposed to be suitably altered as set out at item No. 10 of the accompanying Notice

**By Order of the Board**  
For **IL&FS Transportation Networks Limited**

**Krishna Ghag**  
Vice President & Company Secretary  
Membership No. 4489

Mumbai, July 27, 2018

Registered Office:  
The IL&FS Financial Centre,  
C-22, G-Block, Bandra - Kurla Complex,  
Bandra (East), Mumbai 400051

CIN: L45203MH2000PLC129790

**Details of Directors seeking Appointment / Re-Appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2) with respect to Director Seeking Appointment / Re-appointment is as under:**

<b>Particulars</b>	<b>Mr. K Ramchand</b>	<b>Mr. Mukund Sapre</b>	<b>Mr. Arun K Saha</b>
<b>Date of Birth</b>	October 13, 1954	September 14, 1959	March 27, 1953
<b>Date of Appointment</b>	August 13, 2008	August 13, 2008	January 6, 2001
<b>Qualifications</b>	(i) Bachelor's degree in Civil Engineering and (ii) Post-graduation in Development Planning	(i) Bachelor's degree in Civil Engineering, (ii) Diploma in Systems Management and (iii) Diploma in Financial Management	(i) Master's degree in Commerce, (ii) Associate Member of the Institute of Chartered Accountants of India and (iii) Associate Member of the Institute of Companies Secretaries of India
<b>Expertise in specific functional areas</b>	Has considerable experience in urban and transport infrastructure development sector	Has considerable experience in implementing multiple projects and a host of related functions in India and abroad	Has considerable experience in the areas of financial services, infrastructure and asset management
<b>Relationships between directors inter se</b>	-	-	-
<b>Directorships in other Listed Companies</b>	Noida Toll Bridge Company Limited  IL&FS Engineering and Construction Company Limited	IL&FS Engineering and Construction Company Limited	Noida Toll Bridge Company Limited
<b>Membership of Committees in other Listed Companies (includes only Audit &amp; Stakeholders' Relationship Committee)</b>	Chairman of Stakeholders' Relationship Committee - IL&FS Engineering and Construction Company Limited	Member of (a) Audit Committee and (b) Stakeholders Relationship Committee - IL&FS Engineering and Construction Company Limited	Member of Audit Committee - Noida Toll Bridge Company Limited
<b>No. of Shares held in the Company</b>	5,50,000	3,00,000	535,734