

December 15, 2023

**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

**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: 533177**

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

Dear Sirs,

**Re: Notice of Postal Ballot**

Pursuant to Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Postal Ballot Notice mailed to the Shareholders today i.e. December 15, 2023 for seeking approval of the Members for the following proposals:

- (i) Appointment of Mr. Subrata Kumar Mitra (DIN: 00029961) as a Non-Executive, Non- Independent Director by way of a Special Resolution and
- (ii) Appointment of Dr. Jagadip Narayan Singh (DIN: 00955107) as a Non-Executive, Non- Independent Director by way of an Ordinary Resolution.

In accordance with the applicable laws, the Notice is being sent by electronic mode only to those members whose names appeared in the Register of Members / List of Beneficial Owners maintained by the Company/ Depositories respectively as at close of business hours on Friday, December 8, 2023.

The Notice is also available on the website of the Company i.e. website at: <https://www.itnlindia.com> and on the website of National Securities Depository Limited (NSDL) at: <http://www.evoting.nsdl.com>.

Members whose names appeared in the Register of Members/ List of Beneficial Owners as on the cut-off date i.e. Friday, December 8, 2023 are eligible for the purpose of remote e-voting.

The Company has, in compliance with Rule 22(5) of the Companies Rules, 2014 appointed Ms. Ami Sheth (Membership No. ACS 24127/ CP No. 13976) of M/s A M Sheth & Associates, Practicing Company Secretary and failing her, Mr. M M Sheth (Membership No. FCS 1455/ CP No.729) of M/s M. M. Sheth & Co., Practicing Company Secretary as the Scrutinizers for conducting the Postal Ballot and e-voting Process in a fair and transparent manner.

The remote e-voting will commence from Saturday, December 16, 2023 (9.00 A.M. IST) and will end on January 14, 2024 (5.00 P.M. IST). The results of the Postal Ballot will be announced on or before Tuesday, January 16, 2024.

This is for your information and record.

Thank you

Yours faithfully,

For IL&FS Transportation Networks Limited

Krishna Ghag  
Vice President &  
Company Secretary  
FCS-4489



**IL&FS Transportation Networks Limited**

Regd. Office: The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra- Kurla Complex, Bandra (East), Mumbai 400 051

Tel. No.: +91 22 2653 3333, Email: [itninvestor@ilfsindia.com](mailto:itninvestor@ilfsindia.com), website: [www.itnlindia.com](http://www.itnlindia.com)

**CIN: L45203MH2000PLC129790**

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**NOTICE OF POSTAL BALLOT**

To,

The Members of IL&FS Transportation Networks Limited.

**NOTICE** is hereby given that pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) to the extent applicable read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force, and as amended, from time to time) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), the resolutions appended below are proposed for consideration by the Members of IL&FS Transportation Networks Limited by means of Postal Ballot (the “Postal Ballot”) only by way of remote e-voting (“e-voting”) process:

- (i) Appointment of Mr. Subrata Kumar Mitra (DIN: 00029961) as a Non-Executive, Non-Independent Director by way of a Special Resolution and
- (ii) Appointment of Dr. Jagadip Narayan Singh (DIN: 00955107) as a Non-Executive, Non- Independent Director by way of an Ordinary Resolution.

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts in connection with the resolutions mentioned in this Postal Ballot Notice is annexed hereto for your consideration.

The Company has, in compliance with Rule 22(5) of the Companies Rules, 2014 appointed Ms. Ami Sheth (Membership No. ACS 24127 CP No. 13976) of M/s. A. M. Sheth & Associates, Practicing Company Secretary and failing her, Mr. M. M. Sheth (Membership No. FCS 1455 CP No.729) of M/s M. M. Sheth & Co. Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot and Scrutinizing the Voting Process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the said Rules and Regulation 44 of the SEBI LODR Regulations and the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its Members

to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating e-voting. The Company has made necessary arrangements with Link Intime India Private Limited, Registrar and Share Transfer Agents (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice. The Members are requested to read the instructions in the Notes under Section “General Information and Instructions relating to e-voting” in this postal ballot notice to cast their vote electronically. Members are requested to cast their vote through the e-voting process not later than 5:00 PM IST on Sunday, January 14, 2024 to be eligible for being considered, failing which it will be strictly considered that no vote has been cast by the Member.

Upon completion of the e-voting process, the Scrutinizers will submit their report to the Chairman or any such person authorized by him and the results shall be announced on or before Tuesday, January 16, 2024 and shall be communicated to the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together the “Stock Exchanges”), National Securities Depository Limited (“NSDL”), Link Intime (India) Private Limited (“Registrar and Share Transfer Agent”) and will also be displayed on the Company's website: [www.itnlindia.com](http://www.itnlindia.com).

#### **Special Business:**

##### **1. Appointment of Mr. Subrata Kumar Mitra (DIN: 00029961) as a Non-Executive, Non-Independent Director.**

**To consider, and if thought fit, to pass the following resolution as a Special Resolution:**

**“RESOLVED THAT** that pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Subrata Kumar Mitra (DIN: 00029961) who was appointed as an Additional Director by the Board of Directors with effect from December 1, 2023, in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive, Non-Independent Director, liable to retire by rotation

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary and to file requisite forms or applications with statutory / regulatory authorities, with power to finalise the terms and conditions of the said appointment and settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any committee(s) / director(s) /officials of the Company to give effect to this resolution.”

##### **2. Appointment of Dr. Jagadip Narayan Singh (DIN: 00955107) as a Non-Executive, Non-Independent Director**

**To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** that pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Dr. Jagadip Narayan Singh (DIN: 00955107) who was appointed as an Additional Director by the Board of Directors with effect from December 1, 2023, in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive, Non-Independent Director, liable to retire by rotation

**RESOLVED FURTHER THAT,** the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary and to file requisite forms or applications with statutory / regulatory authorities, with power to alter and vary the terms and conditions of the said appointment and settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any committee(s) / director(s) /officials of the Company to give effect to this resolution.”

By Order of the Board of Directors  
For IL&FS Transportation Networks Limited  
Sd/-  
Krishna Ghag  
Vice President & Company Secretary  
Membership No: FCS 4489

Mumbai,  
November 29, 2023

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

**Website:** [www.itnlindia.com](http://www.itnlindia.com)

**Email:** [itnlinvestor@ilfsindia.com](mailto:itnlinvestor@ilfsindia.com)

## NOTES:

- (1) The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) stating all material facts and the reasons for the proposal set out in Resolution at Item Nos. 1 and 2 is annexed herewith.
- (2) The relevant details, pursuant to Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / reappointment are also annexed to this Notice.
- (3) The Postal Ballot Notice is being sent by electronic means to the Members of the Company whose names appear on the Register of Members/List of Beneficial Owners as on Friday, December 8, 2023 (“Cut-off Date”) as received from the Depositories.
- (4) In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA.
- (5) Members may please note that the Postal Ballot Notice will also be available on the Company’s website at: <https://www.itnlindia.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of Link Intime (India) Private Ltd. (“Registrar and Transfer Agents”) at: <http://www.linkintime.co.in/>.
- (6) Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agents, Link Intime India Private Limited, Unit–IL&FS Transportation Networks Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083; Tel. No.: +91- 22-49186270; Fax No.: +91- 22-49186060; E-Mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- (7) Resolution passed by the Members through postal ballot is deemed to have been passed as if they have been passed at a General Meeting of the Members.
- (8) Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity & preference share capital of the Company as on the Cut-Off Date.
- (9) The voting rights are one vote per Share, registered in the name of the Members. Voting rights shall be reckoned on the paid-up value of the Shares registered in the name of the Members as on Friday, December 8, 2023 . A person who is not a Member on the relevant date should treat this notice for information purpose only.
- (10) In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by NSDL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
- (11) Members desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under Section “General Information and Instructions relating to e-voting” in this Postal Ballot Notice.
- (12) E-voting commences at 9:00 AM IST on Saturday, December 16, 2023 and ends at 5:00 PM IST on Sunday, January 14, 2024. Members are requested to cast their vote through the e-voting process during the e-voting period but not later than 5:00 PM IST on Sunday, January 14, 2024 to be eligible for being considered, failing which it will be strictly considered that no vote has been cast by the Members.
- (13) The Scrutinizer will submit his report to the Chairman after the completion of scrutiny,

and the result of voting by postal ballot through the e-voting process will be announced by the Chairman or any such person authorized by him on or before Tuesday, 16 January, 2024 and will also be displayed on the website of the Company ([www.itnlindia.com](http://www.itnlindia.com)), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

- (14) The resolution, if passed by the requisite majority, shall be deemed to have been passed on Sunday, January 14, 2024 i.e. the last date specified for receipt of votes through the e-voting process.
- (15) All the material documents referred to in the Explanatory Statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to: [itnlinvestor@ilfsindia.com](mailto:itnlinvestor@ilfsindia.com).
- (16) *Important note for Members: SEBI has mandated the submission of PAN, KYC details and nomination details by holders of physical securities by December 31, 2023 and linking PAN with Aadhar by June 30, 2023 vide its Circulars dated November 3, 2021, December 14, 2021 and March 16, 2023. Shareholders are required to update their PAN, KYC and nomination details.*

*Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.*

## E-Voting Instructions for Equity and Preference Members are as follows:

- i. Any person, who acquires shares of the Company and becomes a Member after sending the Notice and holding shares as of the Cut-off date, may obtain the login ID and password by sending a request at: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- ii. A Member will be entitled to vote only through remote e-voting.
- iii. **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: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual Members holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility to be provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Members holding securities in demat mode is given below:

<b>Type of Members</b>	<b>Login Method</b>
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e.</li></ol>



your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

4. Shareholders /Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Members holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending

	OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or <a href="http://evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.**

**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: <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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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. Password details for Members other than Individual Members are given below:

- a) If you are already registered for e-Voting, then you can use 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' 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, please follow steps mentioned below in **process for those Members whose email ids are not registered**

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.com](mailto:evoting@nsdl.com) or [or evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for Members**

1. Institutional Members (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 [csamisheth@gmail.com](mailto:csamisheth@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

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 Members and e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [itninvestor@ilfsindia.com](mailto:itninvestor@ilfsindia.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [itninvestor@ilfsindia.com](mailto:itninvestor@ilfsindia.com). If you are an Individual Members holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual Members holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## ANNEXURE TO THE NOTICE

### **Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) to resolutions set out in the Postal Ballot Notice :**

#### **(1) Appointment of Mr. Subrata Kumar Mitra (DIN: 00029961) as a Non-Executive, Non-Independent Director**

Mr. Subrata Kumar Mitra was appointed as an Independent Director by the Board of Directors effective November 11, 2020 for an initial period of 1 year and thereafter for a subsequent period of 2 years effective December 1, 2021 which were also approved by the Members on December 31, 2020 and January 7, 2022, respectively. The current term of appointment of Mr. Mitra as an Independent Director ends on November 30, 2023. Since Mr. Mitra has completed his two terms as Independent Director, he is not eligible for appointment as an Independent Director pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Considering the valuable guidance provided by Mr. Mitra to the Board and the immense contribution in the resolution process over the past 3 years as an Independent Director including his expertise and experience as set out in his profile, the Board appointed Mr. Mitra as an Additional Director of the Company effective December 1, 2023. In the opinion of the Board of Directors, Mr. Mitra fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as a Non-Executive, Non-Independent Director of the Company.

Mr. Mitra will be entitled to receive remuneration by way of sitting fees as may be approved from time to time by the Board of Directors including reimbursement of expenses for participation in the Board/Committee meetings. The Company has received consent from Mr. Mitra to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Pursuant to Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing his candidature for appointment as a Director.

Mr. Mitra has exceeded the age of 75 years and therefore his appointment is proposed by way of a Special Resolution.

Except Mr. Mitra, being the appointee or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 1 of the Notice.

The Board of Directors recommends the resolution at Item No. 1 for approval of the Members by way of a Special Resolution.

A brief profile of Mr. Mitra is given below:

#### **Mr. Subrata Kumar Mitra (DIN 00029961)**

Mr. Subrata K Mitra started his career with Bank of India and played a vital role in setting up the Merchant Banking division of the said Bank. During the period from 1976 to 1984, he worked for Standard Chartered Bank in Investment Banking Division and was Advisor for several domestic and international business houses for new projects and acquisitions. Later in the year 1985, Mr. Mitra joined American Express Bank and was the head of Corporate Banking and Investment Banking in India. He also worked for the GIC Mutual

Fund and Aditya Birla Group. He joined Aditya Birla Group in 1994 as a Director, Financial Services and set up a wide range of successful ventures.

Mr. Mitra has served as Independent Director on the Board and Committees of several reputed organizations. Currently, he is India Correspondent for Asia Asset Management, Hong Kong and continues to be an Advisor to a Large International Bank. He has been an Advisor for small PE Firms and Start-up Firms and represented as an Independent Director on the Board of companies on behalf of PE Firms. Mr. Mitra continues to be associated with several international and domestic NGOs and business chambers in India. He is founding Governing Council Member of Association of Corporate Independent Directors.

Mr. Mitra holds M.Sc. degree from University of Calcutta and an MBA from USA.

**(2) Appointment of Dr. Jagadip Narayan Singh (DIN: 00955107) as a Non-Executive, Non-Independent Director**

Dr. Jagadip Narayan Singh was appointed as an Independent Director by the Board of Directors effective November 11, 2020 for an initial period of 1 year and thereafter for a period of 2 years effective December 1, 2021 which were also approved by the Members on December 31, 2020 and January 7, 2022, respectively. The current term of appointment of Dr. Singh as an Independent Director ends on November 30, 2023. Since Dr. Singh has completed his appointment as an Independent Director for 2 terms, he is not eligible for appointment as an Independent Director pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Considering the valuable guidance provided by Dr. Singh to the Board and the immense contribution in the resolution process over the past 3 years as an Independent Director including his expertise and experience as set out in his profile, the Board appointed Dr. Singh as an Additional Director of the Company effective December 1, 2023. In the opinion of the Board of Directors, Dr. Singh fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as a Non-Executive, Non-Independent Director of the Company.

Dr. Singh will be entitled to receive remuneration by way of sitting fees as may be approved from time to time by the Board of Directors including reimbursement of expenses for participation in the Board/Committee meetings. The Company has received consent from Dr. Singh to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Pursuant to Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing his candidature for appointment as a Director.

Except Dr. Singh, being the appointee or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 2 of the Notice.

The Board of Directors recommends the resolution at Item No. 2 for approval of the Members by way of an Ordinary Resolution.

A brief profile of Dr. Singh is given below:

Dr. Jagadip N. Singh is an IAS Officer (Retd) of the 1983 Batch. He completed his tenure as the Chief Secretary of Gujarat State in November 2019 after serving for more than three years. He has held many important portfolios including as Collector & District Magistrate, Junagadh, Member (Administration), Gujarat Electricity Board, Joint Secretary, Government of India, Member (Finance), National Highways Authority of India, Managing Director, Sardar Sarovar Nigam Limited, Addl. Chief Secretary in several departments like Revenue, General Administration and Finance before superannuating as Chief Secretary.

Dr. Singh has served largely in Infrastructure & Finance Sector namely, in the areas of Industrial Infrastructure, Power, Telecom, Highways, Water and State Finances. He has also served on several state-owned companies like Gujarat Gas, Gujarat State Petronet, GSFC, GACL, GNFC, Gujarat Maritime Board as Chairman and/or Managing Director. Presently he is serving as Independent Director on several companies and is CVC appointed Independent External Monitor for some major Public Sector Corporations.

Dr. Singh is a graduate from JNU and Ph.D. from MS University. He is also a Management graduate from the Asian Institute of Management, Manila, Philippines.

The Members may note that, upon appointment of Mr. Mitra and Dr. Singh as Non-Executive, Non-Independent Directors, the Company will have only one Independent Director on its Board as against the requirement of two. It may be noted however, that the Hon'ble National Company Law Tribunal has vide its Order dated April 26, 2019 granted dispensation in relation to the requirement for appointment of Independent Directors and Women Directors in light of the difficulties faced by the IL&FS group companies including the Company.

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

Krishna Ghag  
Vice President & Company Secretary  
Membership No: FCS 4489

Mumbai,  
November 29, 2023

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

**Website:** [www.itnlindia.com](http://www.itnlindia.com)  
**Email:** [itnlinvestor@ilfsindia.com](mailto:itnlinvestor@ilfsindia.com)



**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) is as under:**

<b>Particulars</b>	<b>Mr. Subrata Kumar Mitra (DIN: 00029961)</b>	<b>Mr. Jagadip Narayan Singh (DIN: 00955107)</b>
<b>Date of Birth</b>	January 16, 1948	May 02, 1959
<b>Date of Appointment</b>	December 1, 2023	December 1, 2023
<b>Qualifications</b>	M. Sc (Pure Mathematics), Master of Management Science (USA)	Graduate from JNU, Ph. D from MS University, IAS and Management graduate (Philippines)
<b>Expertise in specific functional areas</b>	An eminent banker having considerable experience in the banking and financial sector including advisory services on domestic and international fronts. He has experience in setting up and running new ventures in full range of financial services and to develop business strategies. He has also managed these businesses as CEO and also as Member of the Board and Committees.	Has considerable experience in the areas of Industrial Infrastructure, Power, Telecom, Highways, Water and State Finances.
<b>Relationships between directors inter se</b>	None	None
<b>Directorships in other Listed Companies</b>	(i) IL&FS Engineering and Construction Company Limited (ii) AGS Transact Technologies Limited (iii)Centrum Capital Limited (iv)Asirvad Micro Finance Limited	(i) IL&FS Engineering and Construction Company Limited
<b>Membership of Committees in other Listed Companies (includes only Audit &amp; Stakeholders' Relationship Committee)</b>	(i) IL&FS Engineering and Construction Company Limited - Audit Committee (ii) IL&FS Engineering and Construction Company Limited - Stakeholders Relationship Committee (iii) Asirvad Micro Finance Limited - Stakeholders Relationship Committee	(i) IL&FS Engineering and Construction Company Limited - Audit Committee
<b>No. of Shares held in the Company</b>	Nil	Nil