

June 27, 2016

General Manager,
Listing Department,
BSE Limited,
P.J. Tower, Dalal Street,
Mumbai 400 001
Fax Nos: 022- 22722037/39/41/61
022-22723121/3719/1278/1557/3354
/3577
Scrip Code No: 533177

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

Scrip Code No: IL&FSTRANS EQ

Dear Sirs,

Re.: Postal Ballot Result

The approval of the Shareholders was sought for issue of Non-Convertible Debentures to the extent of ₹ 2,500 Crores by way of Special Resolution through Postal Ballot pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Mr. S. Anantha Rama Subramanian, Practising Company Secretary, Scrutinizer appointed for conducting the Postal Ballot process have submitted his report dated June 27, 2016. A copy of the aforesaid report is enclosed

In terms of Regulation 44(3) of the Listing Obligations & Disclosure Requirements 2015, the voting result is also annexed

Based on the outcome of the results of the postal ballot as above, the Chairman announced the resolution as passed today with the requisite majority

Thank you,

For IL&FS Transportation Networks Limited


Krishna Ghag
Vice President &
Company Secretary

Annexure I

Date of the AGM/EGM (The resolution was passed through postal ballot including e-voting)	The date of passing special resolution is June 27, 2016 i.e. date of the declaration of the postal ballot result
Total number of shareholders on record date (i.e. cut-off date in case of postal ballot)	54575
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Not Applicable

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	240849000	0	0.0000	0	0	0.0000	0.0000
	Poll	240849000	240849000	100.0000	240849000	0	100.0000	0.0000
	Total	240849000	240849000	100.0000	240849000	0	100.0000	0.0000
Public Institutions	E-Voting	27158986	17650487	64.9895	17650487	0	100.0000	0.0000
	Poll	221666	221666	0.8162	221666	0	100.0000	0.0000
	Total	17872153	17872153	65.8057	17872153	0	100.0000	0.0000
Public Non Institutions	E-Voting	60952041	148367	0.2434	134876	13491	90.9070	9.0930
	Poll	5217318	5217318	8.5597	5217125	193	99.9963	0.0037
	Total	5365685	5365685	8.8031	5352001	13684	99.7450	0.2550
Total		328960027	264086838	80.2793	264073154	13684	99.9948	0.0052



[Handwritten signature]



Report of Scrutinizer

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

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

Dear Sir,

Sub: Result of the Postal Ballot conducted to obtain the approval of Shareholders of IL&FS Transportation Networks Ltd (the 'Company')

I, S. Anantha Rama Subramanian, Proprietor of M/s. S. Anantha & Co., Practising Company Secretary (FCS: 4443; CP: 1925), Mumbai, appointed as the Scrutinizer by the Company for the purpose of Postal Ballot carried out as per Section 110 of Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 on the resolution as mentioned in the notice of postal ballot dated 13th May, 2016 submit my report as under:

1. The dispatch of Notice dated 13th May, 2016, was completed on 25th May, 2016.
2. The e-voting period commenced on Thursday, 26th May, 2016 (9.00 a.m. IST) and ended on Friday, 24th June, 2016 (5.00 p.m. IST).
3. The last date of receipt of Postal Ballot Form was Friday, 24th June, 2016, (5.00 p.m. IST).
4. The Shareholders holding the shares as on the "cut-off" date i.e., Friday, May 20, 2016 were entitled to vote on the proposed resolution.
5. 34 Postal Ballot Forms were received and 310 shareholders cast the vote on e-voting platform.

(Handwritten Signature)

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6. The Postal Ballot Form were scrutinized and the signatures of Members who had cast their votes were verified with their specimen signatures registered with RTA as provided by the depositories.
7. There were no instances of voting by both the modes by the same shareholder(s) viz., by way of e-voting and also through physical postal ballot form.
8. At the end of voting period on Friday, 24th June, 2016 (5.00 p.m. IST), I collected from the office of the RTA all the Postal Ballot Forms received from the Shareholders.
9. The Report of the Postal Ballot was duly compiled and accordingly the result of Postal Ballot which includes e-voting is as under:

Issue of Non-Convertible Debentures:

“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, permission 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 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 Rs.2,500 Crores, 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,

[Handwritten Signature] ...3





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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.”

Further to the scrutiny of the said forms and e-Votes, I hereby certify the following Result of Postal Ballot in connection with the Special Resolution proposed under the Sections 42, 71, 179 and all other applicable provisions, if any, of the Companies Act, 2013:

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

Sr. No.	Particulars	No. of Postal Ballot Forms (34) / e-Votes (310)	No of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	299	26,40,73,154	99.9948
B	Votes against the Resolution	40	13,684	0.0052
C	Total Valid Votes (A + B)	339	26,40,86,838	100.0000
D	Invalid votes (signatures not tallied and / or Vote not casted)	5	1,826	-
	Total (C + D)	344	26,40,88,664	-

For S. ANANTHA & Co.,
Company Secretaries

S. Anantha Rama Subramanian
Proprietor
C.P. No.: 1925



Place: Mumbai
Date: 27th June, 2016