

**SHAREHOLDING PATTERN UNDER CLAUSE 35**

<b>I (a) Statement showing Shareholding Pattern</b>			
Name of the Company : <b>IL&amp;FS Transportation Networks Limited</b>			
Scrip Code : <b>IL&amp;FSTRANS EQ</b>		Class of Security : <b>Equity</b>	
Quarter ended : <b>31.12.2010</b>			
<b>Partly Paid-up shares</b>	<b>No. of Partly Paid-up shares</b>	<b>As a % of total no. of partly paid-up shares</b>	<b>As a % of total no. of shares of the Company</b>
Held by promoter / promoter group	-	-	-
Held by public	-	-	-
<b>Total</b>	-	-	-
<b>Outstanding convertible securities</b>	<b>No. of outstanding securities</b>	<b>As a % of total no. of outstanding convertible securities</b>	<b>As a % of total no. of shares of the Company, assuming full conversion of the convertible securities</b>
Held by promoter / promoter group	-	-	-
Held by public	-	-	-
<b>Total</b>	-	-	-
<b>Warrants</b>	<b>No. of warrants</b>	<b>As a % of total no. of warrants</b>	<b>As a % of total no. of shares of the Company, assuming full conversion of warrants</b>
Held by promoter / promoter group	-	-	-
Held by public	-	-	-
<b>Total</b>	-	-	-
<b>Total paid-up capital of the company, assuming full conversion of warrants and convertible securities</b>	<b>Since the Company has not issued any partly paid up shares and there are no outstanding convertible securities / warrants, the paid up capital of the Company will remain unchanged at 194,267,732 equity shares</b>		

Category code	Category of shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX) = (VIII/IV)*100
(A)	<u>Shareholding of Promoter and Promoter Group</u>							
1	Indian							
(a)	Individuals/ Hindu Undivided Family				-	-	-	-
(b)	Central Government/ State				-	-	-	-
(c)	Bodies Corporate	9	135,000,000	134,999,992	69.49	69.49	0.00	0.00
(d)	Financial Institutions/ Banks				-	-	-	-
(e)	Any Other (Trust) (PAC)	1	10,867,769	10,867,769	5.59	5.59	0.00	0.00
	<b>Sub-Total (A)(1)</b>	<b>10</b>	<b>145,867,769</b>	<b>145,867,761</b>	<b>75.08</b>	<b>75.08</b>	<b>0.00</b>	<b>0.00</b>
2	Foreign				-	-	-	-
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-
(d)	Any Other (specify)	-	-	-	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-	-	-	-
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>10</b>	<b>145,867,769</b>	<b>145,867,761</b>	<b>75.08</b>	<b>75.08</b>	<b>0.00</b>	<b>0.00</b>
(B)	<u>Public shareholding</u>				-	-	NA	NA
1	Institutions				-	-	NA	NA
(a)	Mutual Funds/ UTI	30	8,876,193	8,876,193	4.57	4.57	0.00	0.00
(b)	Financial Institutions/ Banks	6	408,261	408,261	0.21	0.21	0.00	0.00
(c)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(d)	Insurance Companies	-	-	-	-	-	-	-
(e)	FIIIs	35	9,286,329	9,286,329	4.78	4.78	0.00	0.00
(f)	Foreign Venture Capital	1	442,044	442,044	0.23	0.23	0.00	0.00
(g)	Any Other (specify)	-	-	-	-	-	-	-
	1) Foreign Financial Instn	-	-	-	-	-	-	-
	<b>Sub-Total (B)(1)</b>	<b>72</b>	<b>19,012,827</b>	<b>19,012,827</b>	<b>9.79</b>	<b>9.79</b>	<b>0.00</b>	<b>0.00</b>

<b>2</b>	<b>Non-institutions</b>						<b>NA</b>	<b>NA</b>
(a)	Bodies Corporate	602	1,804,308	1,804,308	0.93	0.93	0.00	0.00
(b)	Individuals				-	-	-	-
	i. Individual shareholders holding nominal share capital up to Rs. 1 lakh.	41,429	4,426,766	4,426,662	2.28	2.28	0.00	0.00
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	38	1,440,939	1,440,939	0.74	0.74	0.00	0.00
(c)	<b>Any Other (specify)</b>		-	-	-	-	-	-
	1. Clearing Member	132	95,772	95,772	0.05	0.05	0.00	0.00
	2. Trust	4	2,321	2,321	0.00	0.00	0.00	0.00
	3. NRIs	552	284,017	284,017	0.15	0.15	0.00	0.00
	4. NRN	168	64,832	64,832	0.03	0.03	0.00	0.00
	5. Foreign Company	3	21,268,181	21,268,181	10.95	10.95	0.00	0.00
	Sub-Total (B)(2)	42,928	29,387,136	29,387,032	15.13	15.36	0.00	0.00
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>43,000</b>	<b>48,399,963</b>	<b>48,399,859</b>	<b>24.92</b>	<b>24.92</b>	<b>0.00</b>	<b>0.00</b>
	<b>TOTAL (A)+(B)</b>	<b>43,010</b>	<b>194,267,732</b>	<b>194,267,620</b>	<b>100.00</b>	<b>100.00</b>	<b>NA</b>	<b>NA</b>
(C)	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>				<b>NA</b>	<b>-</b>	<b>NA</b>	<b>NA</b>
	1. Promoter and Promoter Group	-	-	-	-	-	-	-
	2. Public	-	-	-	-	-	-	-
	Sub-Total (C)1+(C)2	-	-	-	-	-	-	-
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>43,010</b>	<b>194,267,732</b>	<b>194,267,620</b>	<b>NA</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>

Notes : Name, Number of shares held & Percentage of shareholding of entities/persons holding more than 1% of the company is as per annexure. annexure.

(I)(b)

**Statement showing Shareholding of persons belonging to the category  
“Promoter and Promoter Group”**

	Name of the shareholder	Total Shares held		Shares pledged or otherwise encumbered		
		Number	As a % of Grand Total (A)+(B)+(C)	Number	As a percentage	As a percentage of Grand Total of sub clause
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III)*100	(VII)
1	INFRASTRUCTURE LEASING & FINANCIAL SERVICES LTD	131,999,992	67.95	-	-	-
2	SCB A/C ILFS ESCROW A/C	3,000,000	1.54			-
3	IL&FS KRISHNA GHAG	2	0.00		0.00	-
4	IL&FS HARI SANKARAN	1	0.00		0.00	-
5	IL&FS AVINASH BAGUL	1	0.00		0.00	-
6	IL&FS K RAMCHAND	1	0.00		0.00	-
7	IL&FS M M WAGALE	1	0.00		0.00	-
8	IL&FS AJAY MENON	1	0.00		0.00	-
9	IL&FS MANU KOCHHAR	1	0.00		0.00	-
10	ARUN K SAHA & VIBHAV KAPOOR - TRUSTEES OF IL&FS EMPLOYEES WELFARE TRUST	10,867,769	5.59		0.00	-
<b>TOTAL</b>		<b>145,867,769</b>	<b>75.08</b>	<b>-</b>	<b>0.00</b>	<b>-</b>

(I)(c)

**Statement showing Shareholding of persons belonging to the category  
“Public” and holding more than 1 % of the total number of shares**

Sr. No.	Name of the shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	GS STRATEGIC INVESTMENTS LIMITED	8,567,975	4.41
2	STANDARD CHARTERED IL AND FS ASIA INFRASTRUCTURE GROWTH FUND COMPANY PTE LIMITED	8,567,975	4.41
3	BESSEMER INDIA CAPITAL HOLDINGS II LTD	4,132,231	2.13
<b>TOTAL</b>		<b>21,268,181</b>	<b>10.95</b>

<b>(I)(d) Statement showing details of locked-in shares</b>			
<b>Sr. No.</b>	<b>Name of the shareholder</b>	<b>Number of locked-in shares</b>	<b>Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}</b>
1	ARUN K SAHA & VIBHAV KAPOOR - TRUSTEES OF IL&FS EMPLOYEES WELFARE TRUST	10,867,769	5.59
2	BESSEMER INDIA CAPITAL HOLDINGS II LTD	4,132,231	2.13
3	GS STRATEGIC INVESTMENTS LIMITED	8,567,975	4.41
4	IL&FS KRISHNA GHAG	2	0.00
5	IL&FS HARI SANKARAN	1	0.00
6	IL&FS AVINASH BAGUL	1	0.00
7	IL&FS K RAMCHAND	1	0.00
8	IL&FS M M WAGALE	1	0.00
9	IL&FS AJAY MENON	1	0.00
10	IL&FS MANU KOCHHAR	1	0.00
11	INFRASTRUCTURE LEASING & FINANCIAL SERVICES LTD	131,999,992	67.95
12	SCB A/C ILFS ESCROW A/C	3,000,000	1.54
13	STANDARD CHARTERED IL AND FS ASIA INFRASTRUCTURE GROWTH FUND COMPANY PTE LIMITED	8,567,975	4.41
<b>TOTAL</b>		<b>167,135,950</b>	<b>86.03</b>

<b>(II)(a) Statement showing details of Depository Receipts (DRs)</b>									
Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of Outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}					
1									
2									
<b>TOTAL</b>									
<b>(II)(b) Statement showing Holding of Depository Receipts (DRs), where underlying shares are in excess of 1% of the total number of shares</b>									
Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}					
1									
2									
<b>TOTAL</b>									

**(III)(a) Statement showing the voting pattern of shareholders, if more than one class of shares / securities is issued by the Issuer**

**NA**