

(I) (a) Statement showing Shareholding Pattern

| Name of the Company: IL & FS Transportation Networks Ltd  |                               |   |  |
|---|-------------------------------|---|--|
| Scrip Code, Name of the scrip, class of security: Equity  |                               | BSE- 533177, NSE- IL&FSTRANS; Equity                      |  |
| Quarter ended:  |                               | 31 <sup>st</sup> December, 2014                           |  |
| Partly paid-up shares:-   | No. of partly paid-up shares  | As a % of total no. of partly paid-up shares              | As a % of total no. of shares of the company   |
| Held by Promoter / Promoter Group   | 0                             | 0.00  | 0.00   |
| Held by public  | 0                             | 0.00  | 0.00   |
| <b>Total</b>  | <b>0</b>                      | <b>0.00</b>   | <b>0.00</b>  |
| Outstanding convertible securities:-  | No. of outstanding securities | As a % of total No. of outstanding convertible securities | As a % of total no. of shares of the company, assuming full conversion of the convertible securities |
| Held by Promoter / Promoter Group   | 0                             | 0.00  | 0.00   |
| Held by public  | 0                             | 0.00  | 0.00   |
| <b>Total</b>  | <b>0</b>                      | <b>0.00</b>   | <b>0.00</b>  |
| Warrants:-  | No. of warrants               | As a % of total no. of warrants                           | As a % of total no. of shares of the company, assuming full conversion of warrants                   |
| Held by Promoter / Promoter Group   | 0                             | 0.00  | 0.00   |
| Held by public  | 0                             | 0.00  | 0.00   |
| <b>Total</b>  | <b>0</b>                      | <b>0.00</b>   | <b>0.00</b>  |
| <b>Total paid-up capital of the company assuming full conversion of warrants and convertible securities</b> |                               |   |  |

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| Category Code<br>(I) | Category of shareholder<br>(II)  | Number of shareholders<br>(III) | Total number of shares<br>(IV) | Number of shares held in dematerialised form<br>(V) | Total shareholding as a percentage of total number of shares |                                     | Shares pledged or otherwise encumbered |  |
|----------------------|--|---------------------------------|--------------------------------|---|--|-------------------------------------|--|--|
|                      |  |                                 |                                |   | As a percentage of (A+B)<br>(VI)                             | As a percentage of (A+B+C)<br>(VII) | Number of shares<br>(VIII)             | As a percentage (IX) = (VIII)/(IV)*100 |
| <b>(A)</b>           | <b>Promoter and Promoter Group</b>   |                                 |                                |   |  |                                     |  |  |
| <b>1</b>             | <b>Indian</b>  |                                 |                                |   |  |                                     |  |  |
| (a)                  | Individuals/Hindu Undivided Family   | 0                               | 0                              | 0   | 0.00   | 0.00                                | 0                                      | 0.00                                   |
| (b)                  | Central Government/State Government(s)                                     | 0                               | 0                              | 0   | 0.00   | 0.00                                | 0                                      | 0.00                                   |
| (c)                  | Bodies Corporate   | 2                               | 174649776                      | 174649776   | 70.79  | 70.79                               | 171450000                              | 98.17                                  |
| (d)                  | Financial Institutions / Banks   | 0                               | 0                              | 0   | 0.00   | 0.00                                | 0                                      | 0.00                                   |
| (e)                  | Any Other (PAC)  | 0                               | 0                              | 0   | 0.00   | 0.00                                | 0                                      | 0.00                                   |
|                      | <b>Sub Total (A)(1)</b>  | <b>2</b>                        | <b>174649776</b>               | <b>174649776</b>                                    | <b>70.79</b>   | <b>70.79</b>                        | <b>171450000</b>                       | <b>98.17</b>                           |
| <b>2</b>             | <b>Foreign</b>   |                                 |                                |   |  |                                     |  |  |
| (a)                  | Individuals (Non-Resident Individuals/Foreign Individuals)                 | 0                               | 0                              | 0   | 0.00   | 0.00                                | 0.00                                   | 0.00                                   |
| (b)                  | Bodies Corporate   | 0                               | 0                              | 0   | 0.00   | 0.00                                | 0.00                                   | 0.00                                   |
| (c)                  | Institutions   | 0                               | 0                              | 0   | 0.00   | 0.00                                | 0.00                                   | 0.00                                   |
| (d)                  | Qualified Foreign Investors  | 0                               | 0                              | 0   | 0.00   | 0.00                                | 0.00                                   | 0.00                                   |
| (e)                  | Any Other (specify)  | 0                               | 0                              | 0   | 0.00   | 0.00                                | 0.00                                   | 0.00                                   |
|                      | <b>Sub Total (A)(2)</b>  | <b>0</b>                        | <b>0</b>                       | <b>0</b>  | <b>0.00</b>  | <b>0.00</b>                         | <b>0.00</b>                            | <b>0.00</b>                            |
|                      | <b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b> | <b>2</b>                        | <b>174649776</b>               | <b>174649776</b>                                    | <b>70.79</b>   | <b>70.79</b>                        | <b>171450000</b>                       | <b>98.17</b>                           |
| <b>(B)</b>           | <b>Public shareholding</b>   |                                 |                                |   |  |                                     |  |  |
| <b>1</b>             | <b>Institutions</b>  |                                 |                                |   |  |                                     |  |  |
| (a)                  | Mutual Funds/UTI   | 23                              | 3798728                        | 3798728   | 1.54   | 1.54                                | 0.00                                   | 0.00                                   |
| (b)                  | Financial Institutions / Banks   | 7                               | 1838456                        | 1838456   | 0.75   | 0.75                                | 0.00                                   | 0.00                                   |
| (c)                  | Central Government/State Government(s)                                     | 0                               | 0                              | 0   | 0.00   | 0.00                                | 0.00                                   | 0.00                                   |
| (d)                  | Venture Capital Funds  | 0                               | 0                              | 0   | 0.00   | 0.00                                | 0.00                                   | 0.00                                   |
| (e)                  | Insurance Companies  | 0                               | 0                              | 0   | 0.00   | 0.00                                | 0.00                                   | 0.00                                   |
| (f)                  | Foreign Institutional Investors  | 49                              | 12894211                       | 12894211  | 5.23   | 5.23                                | 0.00                                   | 0.00                                   |
| (g)                  | Foreign Venture Capital Investors  | 1                               | 119351                         | 119351  | 0.05   | 0.05                                | 0.00                                   | 0.00                                   |
| (h)                  | Qualified Foreign Investors  | 0                               | 0                              | 0   | 0.00   | 0.00                                | 0.00                                   | 0.00                                   |
| (i)                  | Any Other (specify)  | 0                               | 0                              | 0   | 0.00   | 0.00                                | 0.00                                   | 0.00                                   |
|                      | <b>Sub Total (B) (1)</b>   | <b>80</b>                       | <b>18650746</b>                | <b>18650746</b>                                     | <b>7.56</b>  | <b>7.56</b>                         | <b>0.00</b>                            | <b>0.00</b>                            |



|          |   |       |          |          |      |      |  |      |      |
|----------|---|-------|----------|----------|------|------|--|------|------|
| <b>2</b> | <b>Non-institutions</b>   |       |          |          |      |      |  | 0.00 | 0.00 |
| (a)      | Bodies Corporate  | 758   | 18299733 | 18299733 | 7.42 | 7.42 |  | 0.00 | 0.00 |
| (b) (i)  | Individuals - shareholders holding nominal share capital up to Rs 1 Lakh      | 43781 | 9114023  | 9112465  | 3.69 | 3.69 |  | 0.00 | 0.00 |
| (ii)     | Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh | 162   | 5718380  | 5718380  | 2.32 | 2.32 |  | 0.00 | 0.00 |

| Category code<br>(I) | Category of shareholder<br>(II)  | Number of shareholders<br>(III) | Total number of shares<br>(IV) | Number of shares held in dematerialised form<br>(V) | Total shareholding as a percentage of total number of shares |                                     | Shares pledged or otherwise encumbered |  |
|----------------------|--|---------------------------------|--------------------------------|---|--|-------------------------------------|--|--|
|                      |  |                                 |                                |   | As a percentage of (A+B)<br>(VI)                             | As a percentage of (A+B+C)<br>(VII) | Number of shares<br>(VIII)             | As a percentage (IX) = (VIII)/(IV)*100 |
| (c)                  | Qualified Foreign Investors  | 0                               | 0                              | 0   | 0.00   | 0.00                                | 0.00                                   | 0.00                                   |
| (d)                  | Any Other  |                                 |                                |   |  |                                     |  |  |
| i                    | Non Resident Indians (Repat)   | 591                             | 713483                         | 713483  | 0.29   | 0.29                                | 0.00                                   | 0.00                                   |
| ii                   | Non Resident Indians (Non Repat)   | 191                             | 143350                         | 143350  | 0.06   | 0.06                                | 0.00                                   | 0.00                                   |
| iii                  | Foreign Companies  | 2                               | 13451426                       | 13451426  | 5.45   | 5.45                                | 0.00                                   | 0.00                                   |
| iv                   | Clearing Member  | 241                             | 276549                         | 276549  | 0.11   | 0.11                                | 0.00                                   | 0.00                                   |
| v                    | Director and Relatives   | 13                              | 2295770                        | 2295770   | 0.93   | 0.93                                | 0.00                                   | 0.00                                   |
| vi                   | Trusts   | 0                               | 0                              | 0   | 0.00   | 0.00                                | 0.00                                   | 0.00                                   |
| vii                  | Any Other (PAC)  | 1                               | 3406784                        | 3406784   | 1.38   | 1.38                                | 0.00                                   | 0.00                                   |
|                      | <b>Sub Total (B)(2)</b>  | <b>45740</b>                    | <b>53419498</b>                | <b>53417940</b>                                     | <b>21.65</b>   | <b>21.65</b>                        | <b>0.00</b>                            | <b>0.00</b>                            |
|                      | <b>Total Public Shareholding Public Group (B)=(B)(1)+(B)(2)</b>                  | <b>45820</b>                    | <b>72070244</b>                | <b>72068686</b>                                     | <b>29.21</b>   | <b>29.21</b>                        | <b>0.00</b>                            | <b>0.00</b>                            |
|                      | <b>Total (A)+(B)</b>   | <b>45822</b>                    | <b>246720020</b>               | <b>246718462</b>                                    | <b>100.00</b>  | <b>100.00</b>                       | <b>171450000</b>                       | <b>69.49</b>                           |
| (C)                  | Shares held by custodians and against which Depository Receipts have been issued |                                 |                                |   |  |                                     |  |  |
| i                    | Promoter and Promoter group  | 0                               | 0                              | 0   | 0.00   | 0.00                                | 0.00                                   | 0.00                                   |
| ii                   | Public   | 0                               | 0                              | 0   | 0.00   | 0.00                                | 0.00                                   | 0.00                                   |
|                      | <b>Sub Total ( C )</b>   | <b>0</b>                        | <b>0</b>                       | <b>0</b>  | <b>0.00</b>  | <b>0.00</b>                         | <b>0.00</b>                            | <b>0.00</b>                            |
|                      | <b>GRAND TOTAL (A)+(B)+(C)</b>   | <b>45822</b>                    | <b>246720020</b>               | <b>246718462</b>                                    | <b>100.00</b>  | <b>100.00</b>                       | <b>171450000.00</b>                    | <b>69.49</b>                           |



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(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

| Sr. No.      | Name of the shareholder                                       | Details of Shares held |                                   | Encumbered shares   |                     |  | Details of warrants     |   | Details of convertible securities     |   | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|--------------|---|------------------------|-----------------------------------|---------------------|---------------------|--|-------------------------|---|---------------------------------------|---|--|
|              |   | Number of shares held  | As a % of grand total (A)+(B)+(C) | No.                 | As a percentage     | As a % of grand total (A)+(B)+(C) of sub-clause (I)(a) | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | As a % total number of convertible securities of the same class |  |
| (I)          | (II)  | (III)                  | (IV)                              | (V)                 | (VI)=(V)/(II I)*100 | (VII)  | (VIII)                  | (IX)  | (X)                                   | (XI)  | (XII)  |
| 1            | INFRASTRUCTURE LEASING & FINANCIAL SERVICES LTD<br>AAACI0989F | 17,14,50,000           | 69.49                             | 17,14,50,000        | 100.00              | 69.49  | 0                       | 0.00  | 0                                     | 0.00  | 69.49  |
| 2            | IL AND FS FINANCIAL SERVICES LIMITED<br>AAACI4805L            | 31,99,776              | 1.30                              | 0                   | 0.00                | 0.00   | 0                       | 0.00  | 0                                     | 0.00  | 1.30   |
| <b>TOTAL</b> |   | <b>17,46,49,776</b>    | <b>70.79</b>                      | <b>17,14,50,000</b> | <b>98.17</b>        | <b>69.49</b>   | <b>0</b>                | <b>0.00</b>                                       | <b>0</b>                              | <b>0.00</b>   | <b>70.79</b>   |



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**Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares**

(I)(c)(i)

| Sr. No.      | Name of the shareholder  | Number of shares held | Shares as a percentage of total number of shares [i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above] | Details of warrants     |   | Details of convertible securities     |  | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|--------------|--|-----------------------|--|-------------------------|---|---------------------------------------|--|--|
|              |  |                       |  | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class |  |
| 1            | STANDARD CHARTERED IL AND FS ASIA INFRASTRUCTURE GROWTH FUND COMPANY PTE LIMITED<br>AAMCS7796N                                   | 8033671               | 3.26   | 0                       | 0.00  | 0                                     | 0.00   | 3.26   |
| 2            | BESSEMER INDIA CAPITAL HOLDINGS II LTD<br>AADCB2974N   | 5417755               | 2.20   | 0                       | 0.00  | 0                                     | 0.00   | 2.20   |
| 3            | GOVERNMENT PENSION FUND GLOBAL AACCN1454E  | 4396163               | 1.78   | 0                       | 0.00  | 0                                     | 0.00   | 1.78   |
| 4            | VIBHAV RAMPRAKASH KAPOOR<br>KARUNAKARAN RAMCHAND RAMESH<br>CHANDER BAWA -TRUSTEES OF IL&FS<br>EMPLOYEES WELFARE TRUST AAATI0422N | 3406784               | 1.38   | 0                       | 0   | 0                                     | 0  | 1.38   |
| 5            | BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD. AADCA1701E   | 4238582               | 1.72   | 0                       | 0.00  | 0                                     | 0.00   | 1.72   |
| <b>TOTAL</b> |  | <b>25492955</b>       | <b>10.33</b>   | <b>0</b>                | <b>0.00</b>                                       | <b>0</b>                              | <b>0.00</b>  | <b>10.33</b>   |

**Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company**

(I)(c)(ii)

| Sr. No.      | Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them | Number of shares | Shares as a percentage of total number of shares [i.e., Grand Total (A)+(B)+(C) indicated in Statement at para | Details of warrants |   | securities                            |  | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|--------------|---|------------------|--|---------------------|---|---------------------------------------|--|--|
|              |   |                  |  | Number of warrants  | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class |  |
| 1            | NIL   |                  | 0.00   | 0                   | 0.00  | 0                                     | 0.00   | 0.00   |
| <b>TOTAL</b> |   | <b>0</b>         | <b>0</b>   | <b>0</b>            | <b>0.00</b>                                       | <b>0</b>                              | <b>0.00</b>  | <b>0</b>   |



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| <b>(I)(d) Statement showing details of locked-in shares</b> |                         |                            |  |                                  |
|---|-------------------------|----------------------------|--|----------------------------------|
| Sr. No.   | Name of the shareholder | Number of Locked in Shares | 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} | Promoter / Promoter Group/Public |
|   |                         | Nil                        |  |                                  |
| <b>TOTAL</b>  |                         | <b>0</b>                   | <b>0.00</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   | NIL   | NIL                       | NIL   | NIL   |
| <b>TOTAL</b>  |   | <b>NIL</b>                | <b>NIL</b>                                  | <b>NIL</b>  |

| <b>(II) (b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by</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   | NIL                   | NIL   | NIL   | NIL   |
| <b>TOTAL</b>  |                       | <b>NIL</b>                                      | <b>NIL</b>                                  | <b>NIL</b>  |

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

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