

(I)(a)

**SHAREHOLDING PATTERN UNDER CLAUSE 35**

<b>Name of the Company:</b>	<b>IL &amp; FS TRANSPORTATION NETWORKS LIMITED</b>		
<b>Scrip Code:</b>	<b>IL&amp;FSTRANS EQ</b>	<b>Quarter ended: 30.09.2010</b>	

Category code (I)	Category of shareholder(II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialized form (V)	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	Number of shares	As a percentage(IX) = (VIII/IV)*100
(A)	<b>Shareholding of Promoter and Promoter Group</b>							
1	<b>Indian</b>							
(a)	Individuals/ Hindu Undivided Family				-	-	-	-
(b)	Central Government/ State Government(s)				-	-	-	-
(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 (specify) (PAC)(Trust)	1	10,867,769	10,867,769	5.59	5.59		-
	<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>	-	-
2	<b>Foreign</b>				-	-	-	-
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-				-
(b)	Bodies Corporate	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-
(d)	Any Other (specify)	-	-	-	-	-	-	-
	<b>Sub-Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<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)	<u>Public shareholding</u>				-	-	-	-
1	<b>Institutions</b>				-	-	-	-
(a)	Mutual Funds/ UTI	31	10,040,130	10,040,130	5.17	5.17	0.00	0.00
(b)	Financial Institutions/ Banks	6	27,112	27,112	0.01	0.01	0.00	0.00
(c)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(d)	Insurance Companies	-	-	-	-	-	-	-
(e)	FII's	35	9,560,497	9,560,497	4.92	4.92	0.00	0.00
(f)	Foreign Venture Capital				-	-	-	-
(g)	Any Other (specify)	-	-	-	-	-	-	-
	1) Foreign Financial Instn	-	-	-	-	-	-	-
	<b>Sub-Total (B)(1)</b>	<b>72</b>	<b>19,627,739</b>	<b>19,627,739</b>	<b>10.10</b>	<b>10.10</b>	<b>0.00</b>	<b>0.00</b>
2	<b>Non-institutions</b>				-	-	-	-
(a)	Bodies Corporate	519	1,707,482	1,707,482	0.88	0.88	0.00	0.00
(b)	<b>Individuals</b>				-	-	-	-
	i. Individual shareholders holding nominal share capital up to Rs. 1 lakh.	39,377	3,721,556	3,721,552	1.92	1.92	0.00	0.00
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	31	1,213,173	1,213,173	0.62	0.62	0.00	0.00
(c)	Any Other (specify)		-	-	-	-	-	-
	<b>1.Clearing Member</b>	<b>225</b>	<b>195,409</b>	<b>195,409</b>	<b>0.10</b>	<b>0.10</b>	<b>0.00</b>	<b>0.00</b>
	<b>2.Trust</b>	<b>4</b>	<b>444,182</b>	<b>444,182</b>	<b>0.23</b>	<b>0.23</b>	<b>0.00</b>	<b>0.00</b>
	<b>3. NRIs</b>	<b>406</b>	<b>165,758</b>	<b>165,758</b>	<b>0.09</b>	<b>0.09</b>	<b>0.00</b>	<b>0.00</b>
	<b>4. NRN</b>	<b>136</b>	<b>56,483</b>	<b>56,483</b>	<b>0.03</b>	<b>0.03</b>	<b>0.00</b>	<b>0.00</b>
	<b>5. Foreign Company</b>	<b>3</b>	<b>21,268,181</b>	<b>21,268,181</b>	<b>10.95</b>	<b>10.95</b>	<b>0.00</b>	<b>0.00</b>
	<b>Sub-Total (B)(2)</b>	<b>40,701</b>	<b>28,772,224</b>	<b>28,772,220</b>	<b>14.82</b>	<b>14.82</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>40,773</b>	<b>48,399,963</b>	<b>48,399,959</b>	<b>24.92</b>	<b>24.92</b>	<b>0.00</b>	<b>0.00</b>
	<b>TOTAL (A)+(B)</b>	<b>40,783</b>	<b>194,267,732</b>	<b>194,267,720</b>	<b>100.00</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>
(C)	Shares held by Custodians and against which Depository Receipts have been issued				-	-	-	-
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>40,783</b>	<b>194,267,732</b>	<b>194,267,720</b>	<b>100.00</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.

Statement showing Shareholding of persons belonging to the category						
“Promoter and Promoter Group”						
Sr. No.(I)	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}	Shares pledged or otherwise encumbered		
				Number of shares	Percentage of Holding VI = (V/III)*100	Percentage as a Grand Total
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	Infrastructure Leasing & Financial Services Ltd	131,999,992	67.95
2	SCB A/C ILFS ESCROW A/C	3,000,000	1.54
4	IL&FS & KRISHNA GHAG	1	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	2	0.00
11	Arun K Saha & Vibhav Kapoor - Trustees of IL&FS Employees Welfare Trust	10,867,769	5.59
12	BESSEMER INDIA CAPITAL HOLDINGS II LTD	4,132,231	2.13
13	GS STRATEGIC INVESTMENTS LIMITED	8,567,975	4.41
14	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>				
<b>Sr. No.</b>	<b>Type of outstanding DR (ADRs, GDRs, SDRs, etc.)</b>	<b>No. of O/s DRs</b>	<b>Number of shares underlying O/s DRs</b>	<b>Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (II)(a) above}</b>
1	NIL			
<b>TOTAL</b>				