

April 13, 2015

**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: Submission of Corporate Governance Report for Quarter January to March 2015**

In terms of Clause 49 (X) (B) of the Listing Agreement, please find enclosed the Corporate Governance Report for the quarter January to March 2015

This is for your information and record

Thank you

Yours faithfully,  
IL&FS Transportation Networks Limited

  
Krishna Ghag  
Vice President &  
Company Secretary

Encl: As above


**Compliance Report on Corporate Governance for Quarter January to March 2015**

	Particulars	Clause of Listing agreement	Compliance Status Yes/No	Response
<b>II</b>	<b>Board of Directors</b>	<b>49(II)</b>		-
(A)	Composition of Board	49(IIA)	Yes	
(B)	Independent Directors	49 (IIB)	Yes	Certain provisions of Clauses (5) to (7) will be complied in the next Quarter / Annual Report
(C)	Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	-
(D)	Other Provisions as to Board And Committee	49 (IID)	Yes	-
(E)	Code of Conduct	49(IIE)	Yes	-
(F)	Whistle Blower Policy	49(IIF)	Yes	-
<b>III</b>	<b>Audit Committee</b>	<b>49 (III)</b>	Yes	-
(A)	Qualified & Independent Audit Committee	49 (IIA)	Yes	-
(B)	Meeting of Audit Committee	49 (IIIB)	Yes	-
(C)	Powers of Audit Committee	49 (IIIC)	Yes	-
(D)	Role of Audit Committee	49 (IIID)	Yes	-
(E)	Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>IV</b>	<b>Nomination and Remuneration Committee</b>	<b>49(IV)</b>	Yes	-
<b>V</b>	<b>Subsidiary Companies</b>	<b>49(V)</b>	NA	Will be complied in the Next Annual Report
<b>VI</b>	<b>Risk Management</b>	<b>49(VI)</b>	NA	-
<b>VII</b>	<b>Related Party Transactions</b>	<b>49(VII)</b>	Yes	-
<b>VIII</b>	<b>Disclosures</b>	<b>49(VIII)</b>		-
(A)	Related party transaction	49 (VIIEA)	Yes	Will be complied in the Next Annual Report
(B)	Disclosure of Accounting Treatment	49 (VIIEB)	NA	-



(C)	Remuneration of Directors	49 (VIIC)	Yes	Will be complied in the Next Annual Report
(D)	Management	49(VIID)	Yes	Will be complied in the Next Annual Report
(E)	Shareholders	49(VIIE)	Yes	-
(F)	Proceeds from public issues, right issues, preferential issues etc.	49 (VIIF)	Yes	-
<b>IX</b>	<b>CEO/CFO Certification</b>	49 (IX)	Yes	-
<b>X</b>	<b>Report on Corporate Governance</b>	49 (X)	Yes	Will be complied in the next Annual Report
<b>XI</b>	<b>Compliance</b>	49 (XI)	Yes	Will be complied in the next Annual Report

For IL&FS Transportation Networks Limited

  
 Krishna Ghag  
 Vice President &  
 Company Secretary