

July 2, 2014

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.: Compliance under Clause 35A of Equity Listing Agreement – Postal Ballot

The Board of Directors had sought approval of the Shareholders of the Company pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for (a) Increase in borrowing powers of the Company (b) Create Mortgages / Charge on the assets of the Company, and (c) Issue of Non-Convertible Debentures

Mr. S. Anantha Rama Subramanian, Practising Company Secretary, Scrutinizer appointed for conducting the Postal Ballot process have submitted his report dated July 2, 2014. A copy of the aforesaid report is enclosed for your record

In terms of Clause 35A of the Equity Listing Agreement, we give below the details of the resolution passed by the Shareholders through Postal Ballot:

Item No	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/Poll/Postal Ballot/E-voting)	Remarks
1.	Increase in borrowing limits of the Company from the existing limit of INR 5,000 Crores to INR 6,000 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013 and authorizing the Board of Directors or its Committee to do all that is necessary in connection therewith	Special Resolution	Postal Ballot / E-Voting	Passed with requisite majority
2.	To mortgage and/or create, modify charge on the assets of the Company pursuant to Section 180(1)(a) of the	Special Resolution	Postal Ballot / E-Voting	Passed with requisite majority

	Companies Act, 2013 and authorizing the Board of Directors or its Committee to do all that is necessary in connection therewith			
3.	Issue of Non-Convertible Debentures in one or more tranches, aggregating to an amount not exceeding INR 3,000 Crores, on private placement basis pursuant to the provisions of Section 42, Section 71, Section 179 and other applicable provisions of the Companies Act, 2013 and Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable laws and authorizing the Board of Directors or its Committee to do all that is necessary in connection therewith	Special Resolution	Postal Ballot / E-Voting	Passed with requisite majority

Details of Postal ballot/E-voting are given below:

Resolution No. 1

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	140763003	140763003	100.00	140763003	-	100	-
Public – Institutional Holders	15067157	9456176	62.76	9135176	321000	96.61	3.39
Public-Others	38437572	4161594	10.83	4153792	7802	99.81	0.19
Total	194267732	154380773	79.47	154051971	328802	99.79	0.21

Resolution No. 2

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	140763003	140763003	100.00	140763003	-	100	-
Public – Institutional Holders	15067157	9456176	62.76	9135176	321000	99.61	3.39
Public-Others	38437272	4160083	10.82	4148607	11476	99.72	0.28
Total	194267732	154379262	79.46	154046786	332476	99.79	0.21

Resolution No. 3

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	140763003	140763003	100.00	140763003	-	100	-
Public – Institutional Holders	15067157	9456176	62.76	9135176	321000	96.61	3.39
Public-Others	38437272	4162643	10.83	144916767	8879	99.79	0.21
Total	194267732	154381822	79.47	154051943	329879	99.79	0.21

Based on the outcome of the results of the postal ballot as above, the Chairman announced the resolutions as passed with the requisite majority on July 2, 2014

Thank you,

For IL&FS Transportation Networks Limited



Krishna Ghag
Vice President &
Company Secretary



The Board of Directors
IL&FS Transportation Networks Limited
The IL&FS Financial Centre, Plot No. C-22
G-Block, Bandra- Kurla Complex
Bandra (E), Mumbai – 400 051

Dear Sirs,

**Sub.: Result of the Postal Ballot conducted to obtain the approval of the Shareholders of
IL&FS Transportation Networks Limited**

This has reference to the Postal Ballot forms / E-Votes received from the Shareholders of **IL&FS Transportation Networks Limited** (the 'Company'), in connection with the following Special Resolutions, as specified in the Postal Ballot Notice dated May 13, 2014 ("the said Notice") read with the Explanatory Statement attached thereto :

1. INCREASE IN BORROWING POWERS OF THE COMPANY:

"RESOLVED THAT in supersession of the resolution passed at the Annual General Meeting of the Members of the Company held on August 9, 2012, and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, Foreign Exchange Management Act, 1999 including Rules and Regulations framed thereunder, (including any statutory modification thereof and circulars, notifications, clarifications, rules passed thereunder from time to time) and subject to any other approval, if required, consent of the Members of the Company be and is hereby accorded to the Board of Directors or Committee thereof to borrow by way of loans/debentures/bonds/deposits or such securities/instruments (whether secured or unsecured) for the purpose of the business of the Company from the existing limit of Rs.5,000 Crores to Rs.6,000 Crores either in Indian Rupees or in Foreign Currency from time to time from any bank(s) or any financial institution(s) or any other institution(s), firm(s), body corporate(s) or other person(s) or from any other source in India or outside India for the purpose of working capital and other requirements of the Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purposes

RESOLVED FURTHER THAT the Board of Directors or Committee thereof be and are hereby authorized to do all such acts, deeds, as they may, in their absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by them to be in the best interests of the Company, as they may deem fit"

Further to the scrutiny of the said forms and E-Votes, we hereby certify the following Results of Postal Ballot in connection with the Special Resolution proposed under the provisions of 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, viz.:





: 2 :

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 / E-Votes	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	1131	15,40,51,971	99.76
B	Votes against the Resolution	63	3,28,802	0.21
C	Total Valid Votes (A+B)	1194	15,43,80,773	99.97
D	Invalid Votes	93	38,356	0.03
	TOTAL (C+D)	1287	15,44,19,129	100.00

The above-mentioned Special Resolution has therefore been approved by the Shareholders with the requisite majority.

2. TO CREATE MORTGAGE / CHARGE ON THE ASSETS OF THE COMPANY:

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereof and circulars, notifications, clarifications, rules passed thereunder from time to time), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company or Committee thereof to mortgage and/or create, modify charge on all or anyone or more of the movable/immovable properties or such other assets of the Company, wheresoever situated, both present and future, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favour of the National / International Financial Institutions /Banks /multilateral institutions or such persons /institutions /Companies, etc. hereinafter referred as "the Lenders" and Trustees to the Lenders & Bondholders to secure any Term Loans /Cash Credit Facilities / Debentures /Bonds or the like, obtained/to be obtained from any of the aforesaid Lenders together with interest thereon at the respective agreed rate(s), compound interest, additional interest, liquidated damage(s), commitment charge(s), premia on prepayment or on redemption, cost, charge(s), expenses and all other monies payable by the Company to such Lenders under the respective loan /other agreement(s) entered/to be entered into between the Company and the Lender(s) in respect of the said borrowing(s), such security to rank in such manner as may be agreed to between the concerned Lenders /parties and as may be thought expedient by the Board of Directors or Committee thereof;

RESOLVED FURTHER THAT the Board of Directors or Committee thereof be and are hereby authorized to do all such acts, deeds, as they may, in their absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by them to be in the best interests of the Company, as it may deem fit;



[Handwritten Signature]



: 3 :

RESOLVED FURTHER THAT the Board of Directors or Committee thereof be and is hereby authorized and it shall always be deemed to have been so authorized to finalize and execute with the Lenders/Trustees the requisite agreements, documents, deeds and writings for creating the aforesaid mortgage(s) and/or charge(s) on such terms and conditions as they may consider necessary and expedient in their absolute discretion and to do all such other acts, deeds and things as they may be necessary to give effect to the above resolution”

Further to the scrutiny of the said forms, we hereby certify the following Results of Postal Ballot in connection with the Special Resolution proposed under the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, viz.:

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/ E-Votes	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	1085	15,40,46,786	99.76
B	Votes against the Resolution	97	3,32,476	0.21
C	Total valid votes (A+B)	1182	15,43,79,262	99.97
D	Invalid Votes	99	39,576	0.03
	TOTAL (C+D)	1281	15,44,18,838	100.00

The above-mentioned Special Resolution has therefore been approved by the shareholders with the requisite majority.

3. ISSUE OF NON-CONVERTIBLE DEBENTURES DURING THE FINANCIAL YEAR 2014-2015:

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71, 179 and all other applicable provisions, if any, of the Companies Act, 2013, proviso to Rule 14(2)(a) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules under the Companies Act, 2013, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, (“Debt Regulations”) (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, permissions which may be agreed to by the Board of Directors 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 the 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 (“NCDs”) during the financial year 2014-15 (the “Issue”) to the prospective investor(s) on a private placement basis in one or more tranches for an aggregate amount not exceeding Rs.3,000 Crores



: 4 :

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 determination of 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 the Issue;

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, we hereby certify the following Results of Postal Ballot in connection with the Special Resolution proposed under the provisions of Sections 42, 71, 179 and all other applicable provisions, if any, of the Companies Act, 2013, proviso to Rule 14(2)(a) of Companies (Prospectus and Allotment of Securities) Rules, 2014, viz.:

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/ E-Votes	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	1129	15,40,51,943	99.76
B	Votes against the Resolution	67	3,29,879	0.21
C	Total valid votes (A+B)	1196	15,43,81,822	99.97
D	Invalid Votes	99	39,429	0.03
	TOTAL (C+D)	1295	15,44,21,251	100.00

The above-mentioned Special Resolution has therefore been approved by the shareholders with the requisite majority.

For S. ANANTHA & Co.,
Company Secretaries

S. Anantha Rama Subramanian
Proprietor

Place: Mumbai
Date: 02nd July, 2014

