

January 5, 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

**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) Appointment of Ms. Neeru Singh as an Independent Director of the Company, (b) Increase in borrowing powers 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 January 5, 2015. A copy of the aforesaid report is enclosed for your records

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.	Appointment of Ms. Neeru Singh as an Independent Director for a period of five years from November 11, 2014 to November 10, 2019	Ordinary Resolution	Postal Ballot / E-Voting	Passed with requisite majority
2.	Increase in borrowing limits of the Company from the existing limit of INR 6,000 Crores to INR 7,000 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013 and authorizing	Special Resolution	Postal Ballot / E-Voting	Passed with requisite majority

	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 5,000 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	174649776	174649776	100.00	174649776	0	100.00	0.00
Public – Institutional Holders	18407205	10885081	59.13	10885081	0	100.00	0.00
Public-Others	53663039	16726220	31.17	16716242	9978	99.94	0.06
Total	246720020	202261077	81.98	202251099	9978	100.00	0.00

**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	174649776	174649776	100.00	174649776	0	100.00	0.00
Public – Institutional Holders	18407205	10885081	59.13	10885081	0	100.00	0.00
Public-Others	53663039	16727786	31.17	16711836	15950	99.90	0.00
<b>Total</b>	<b>246720020</b>	<b>202262643</b>	<b>81.98</b>	<b>202246693</b>	<b>15950</b>	<b>99.99</b>	<b>0.01</b>


**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	174649776	174649776	100.00	174649776	0	100.00	0.00
Public – Institutional Holders	18407205	10885081	59.13	10885081	0	100.00	0.00
Public-Others	53663039	16693816	31.11	16670289	23527	99.86	0.14
<b>Total</b>	<b>246720020</b>	<b>202228673</b>	<b>81.97</b>	<b>202205146</b>	<b>23527</b>	<b>99.99</b>	<b>0.01</b>

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 January 5, 2015

Thank you,

For IL&FS Transportation Networks Limited



Krishna Ghag  
Vice President &  
Company Secretary









S. Anantha Rama Subramanian  
BBA, LLB, FCS

**S. ANANTHA & CO.**  
COMPANY SECRETARIES

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LBS Marg, Mulund (W), Mumbai 400080  
Tel : (+91 22) 2591 3041  
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Cell : +91 98 33 77 00 11  
Website : www.aishcon.co  
income108@yahoo.co.in/admin@aishcon.co

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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(310)/ E-Votes (371)	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	595	20,22,05,146	99.948
B	Votes against the Resolution	68	23,527	0.012
C	<b>Total valid votes (A+B)</b>	<b>663</b>	<b>20,22,28,673</b>	<b>99.960</b>
D	Invalid Votes	18	81,394	0.040
	<b>TOTAL (C+D)</b>	<b>681</b>	<b>20,23,10,067</b>	<b>100.00</b>

(Note: 5 folios holding an aggregate of 7,09,833 Equity Shares, voted through both Postal Ballot Forms and e-voting. Hence, votes cast through e-voting only are considered as per the Postal Ballot Notice dated 11<sup>th</sup> November, 2014)

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: 05<sup>th</sup> January, 2015