

October 4, 2016

**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.: Postal Ballot Result**

We wish to inform you that the approval of the Shareholders was sought for:

1. Increase in borrowing limits of the Company from the existing limit of ₹ 11,000 Crore to ₹ 16,000 Crore pursuant to Section 180(1) (c) of the Companies Act, 2013 and authorising the Board of Directors or Committee thereof to do all that is necessary in connection therewith by way of Special Resolution and,
2. Approving the remuneration payable to M/s. Chivilakar Solanki & Associates, Cost Auditors for the financial year ended March 31, 2016 by way of Ordinary Resolution

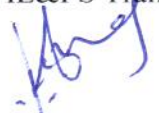
Mr. S. Anantha Rama Subramanian, Practicing Company Secretary, Scrutinizer appointed for conducting the Postal Ballot process have submitted his report dated October 4, 2016, a copy of which is enclosed

In terms of Regulation 44(3) of the Listing Obligations & Disclosure Requirements 2015, the voting result is also annexed

Based on the outcome of the results of the postal ballot as above, the Chairman announced the resolution as passed today with the requisite majority

Thank you,

For IL&FS Transportation Networks Limited

  
Krishna Ghag  
Vice President &  
Company Secretary

Annexure I

|  |   |
|--|---|
| Date of the AGM/EGM ( <i>The resolution was passed through postal ballot including e-voting</i> )                                | The date of passing resolutions is October 4, 2016 i.e. date of the declaration of the postal ballot result |
| Total number of shareholders on record date (i.e. cut-off date in case of postal ballot)   | 56,905  |
| <b>No. of shareholders present in the meeting either in person or through proxy:</b><br>Promoters and Promoter Group:<br>Public: | Not Applicable  |
| <b>No. of Shareholders attended the meeting through Video Conferencing</b><br>Promoters and Promoter Group:<br>Public            | Not Applicable  |

| Resolution Required : (Special)   |                |                    | 1 - Increase in borrowing powers of the Company |   |                          |                        |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | No  |   |                          |                        |                                      |                                    |
| Category  | Mode of Voting | No. of shares held | No. of votes polled                             | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                | [1]                | [2]   | [3]={[2]/[1]}*100                       | [4]                      | [5]                    | [6]={[4]/[2]}*100                    | [7]={[5]/[2]}*100                  |
| Promoter and Promoter Group   | E-Voting       | 240849000          | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 240849000                                       | 100.0000                                | 240849000                | 0                      | 100.0000                             | 0.0000                             |
|   | <b>Total</b>   |                    | <b>240849000</b>                                | <b>100.0000</b>                         | <b>240849000</b>         | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 23289370           | 15547840  | 66.7594                                 | 15547840                 | 0                      | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>15547840</b>                                 | <b>66.7594</b>                          | <b>15547840</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 64821657           | 1524942   | 2.3525                                  | 1496962                  | 27980                  | 98.1652                              | 1.8348                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 1706763   | 2.6330                                  | 1706763                  | 0                      | 100.0000                             | 0.0000                             |
|   | <b>Total</b>   |                    | <b>3231705</b>                                  | <b>4.9855</b>                           | <b>3203725</b>           | <b>27980</b>           | <b>99.1342</b>                       | <b>0.8658</b>                      |
| <b>Total</b>  |                | <b>328960027</b>   | <b>259628545</b>                                | <b>78.9240</b>                          | <b>259600565</b>         | <b>27980</b>           | <b>99.9892</b>                       | <b>0.0108</b>                      |

| Resolution Required : Ordinary  |                |                    | 2. Remuneration payable to Cost Auditors for the financial year ended March 31, 2016 |   |                          |                        |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | No   |   |                          |                        |                                      |                                    |
| Category  | Mode of Voting | No. of shares held | No. of votes polled  | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                | [1]                | [2]  | [3]={[2]/[1]}*100                       | [4]                      | [5]                    | [6]={[4]/[2]}*100                    | [7]={[5]/[2]}*100                  |
| Promoter and Promoter Group   | E-Voting       | 240849000          | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 240849000  | 100.0000                                | 240849000                | 0                      | 100.0000                             | 0.0000                             |
|   | <b>Total</b>   |                    | <b>240849000</b>   | <b>100.0000</b>                         | <b>240849000</b>         | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 23289370           | 15547840   | 66.7594                                 | 15547840                 | 0                      | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>15547840</b>  | <b>66.7594</b>                          | <b>15547840</b>          | <b>0</b>               | <b>0.0067</b>                        | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 64821657           | 1524337  | 2.3516                                  | 1510321                  | 14016                  | 99.0805                              | 0.9195                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 1706763  | 2.6330                                  | 1706763                  | 0                      | 100.0000                             | 0.0000                             |
|   | <b>Total</b>   |                    | <b>3231100</b>   | <b>4.9846</b>                           | <b>3217084</b>           | <b>14016</b>           | <b>99.5662</b>                       | <b>0.4338</b>                      |
| <b>Total</b>  |                | <b>328960027</b>   | <b>259627940</b>   | <b>78.9239</b>                          | <b>259613924</b>         | <b>14016</b>           | <b>99.9946</b>                       | <b>0.0054</b>                      |

*Mud*





: 2 :

- f. The Postal Ballot Form were scrutinized and the signatures of Members who had cast their votes were verified with their specimen signatures registered with Link Intime India Private Limited (RTA) as provided by the depositories.
- g. There were no instances of voting by both the modes by the same shareholder(s) viz., by way of e-voting and also through physical postal ballot form.
- h. At the end of voting period on Monday, 03<sup>rd</sup> October, 2016, (05.00 p.m. IST), I collected from the office of the RTA all the Postal Ballot Forms received from the Shareholders.
- i. The Report of the Postal Ballot was duly compiled and accordingly the result of Postal Ballot which includes e-voting is as under:

**1) Increase in borrowing powers of the Company:**

**“RESOLVED THAT** in supersession of the resolution dated December 23, 2015, passed by the Members of the Company 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 approvals, if required, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any duly authorised Committee of Directors constituted or may hereinafter be constituted) to borrow by way of loans/debentures/bonds/deposits or such securities/instruments (whether secured or unsecured, rated or unrated, listed or unlisted) (either through private placement and / or through public offer) for the purpose of the business of the Company upto a limit of Rs.16,000 Crore in place of the existing limit of Rs.11,000 Crore either in Indian Rupees and/or in Foreign Currency from time to time from any bank(s) or any financial institution(s) and/or any other institution(s), firm(s), body/bodies corporate and/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 share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose

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

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

*[Handwritten Signature]*

...3





: 3 :

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 (18) / e-Votes (344)* | No of Equity Shares | % to Total Votes |
|---------|--|--|---------------------|------------------|
| A       | Votes in favour of the Resolution                                | 313  | 25,96,00,565        | 99.99            |
| B       | Votes against the Resolution                                     | 45   | 27,980              | 0.01             |
| C       | <b>Total Valid Votes (A + B)</b>                                 | <b>358</b>                                       | <b>25,96,28,545</b> | <b>100.00</b>    |
| D       | Invalid votes (signatures not tallied and / or Vote not casted ) | -  | -                   | -                |
|         | <b>Total (C + D)</b>   | <b>358</b>                                       | <b>25,96,28,545</b> | <b>-</b>         |

\* 4 Shareholders holding 4,140 Equity Shares did not participate in the above resolution.

**2. Remuneration payable to Cost Auditors for the financial year ended March 31, 2016:**

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, (including any statutory modifications(s) / re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Chivilkar Solanki & Associates, Cost Accountants (Firm Registration No.:000468), Cost Auditors appointed in place of Mr. Dattatraya Chivilkar to conduct the audit of the cost records of the Company for the financial year ended March 31, 2016, as recommended by the Audit Committee and approved by the Board of Directors of the Company, amounting to Rs.2,00,000/- (Rupees Two Lakhs) plus service tax as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby approved”

Further to the scrutiny of the said Ballot forms and e-Votes, I hereby certify the following Result of Postal Ballot in connection with the Ordinary Resolution proposed under Section 148 and all other applicable provisions, if any, of the Companies Act, 2013:

Total number of Postal Ballot Forms/e-Votes considered in connection with the passing of the above mentioned Ordinary Resolution:

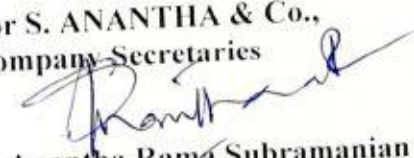
| Sr. No. | Particulars  | No. of Postal Ballot Forms (18) / e-Votes (344)* | No of Equity Shares | % to Total Votes |
|---------|--|--|---------------------|------------------|
| A       | Votes in favour of the Resolution                                | 324  | 25,96,13,924        | 99.99            |
| B       | Votes against the Resolution                                     | 33   | 14,016              | 0.01             |
| C       | <b>Total Valid Votes (A + B)</b>                                 | <b>357</b>                                       | <b>25,96,27,940</b> | <b>100.00</b>    |
| D       | Invalid votes (signatures not tallied and / or Vote not casted ) | -  | -                   | -                |
|         | <b>Total (C + D)</b>   | <b>357</b>                                       | <b>25,96,27,940</b> | <b>-</b>         |

\* 5 Shareholders holding 4,745 Equity Shares did not participate in the above resolution.

Place: Mumbai  
Date: 04<sup>th</sup> October, 2016



For S. ANANTHA & Co.,  
Company Secretaries

  
S. Anantha Rama Subramanian  
Proprietor  
C.P. No.: 1925