

Notice

Notice is hereby given that the Fourteenth Annual General Meeting of IL&FS Transportation Networks Limited will be held at Y B Chavan Auditorium, Next to Sachivalaya Gymkhana, Gen. J. Bhosale Marg, Mumbai 400 021 on Thursday, August 21, 2014 at 10.30 a.m. to transact the following business:

ORDINARY BUSINESS:

- (1) To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon
- (2) To confirm the payment of interim dividend as final dividend on Preference Shares
- (3) To declare dividend on Equity Shares
- (4) To appoint a director in place of Mr. Ravi Parthasarathy (holding DIN 00002392), who retires by rotation and being eligible offers himself for re-appointment
- (5) To appoint a director in place of Mr. Hari Sankaran (holding DIN 00002386), who retires by rotation and being eligible offers himself for re-appointment
- (6) Appointment of Auditors

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration no. 117366W) be and is hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 17th AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM) on such remuneration as may be fixed by the Board of Directors of the Company”

SPECIAL BUSINESS:

- (7) To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions,

if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Deepak Dasgupta (holding DIN 00457925), who was appointed as a Director liable to retire by rotation and holding office as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto March 31, 2019”

- (8) To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. R C Sinha (holding DIN 00051909), who was appointed as a Director liable to retire by rotation and holding office as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto March 31, 2019”

- (9) To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. H P Jamdar (holding DIN 00062081), who was appointed as a Director liable to retire by rotation and holding office as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto March 31, 2019”

- (10) To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Deepak Satwalekar (holding DIN 00009627), who was appointed as a Director liable to retire by rotation and holding office as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto March 31, 2019"

- (11) Issue of further Securities

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, The Companies (Share Capital and Debentures) Rules, 2014 and all applicable rules made thereunder (including any amendments / modifications thereto or re-enactment thereof) (the "Companies Act") and pursuant to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (the "SEBI ICDR Regulations"), as amended, and subject to all the other rules, regulations, guidelines, notifications and circulars prescribed by the Securities and Exchange Board of India ("SEBI"), the applicable provisions of the Foreign Exchange Management Act, 1999, as amended ("FEMA") and regulations made thereunder including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, and the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where the Company's equity shares and / or Non-Convertible Debentures ('NCD') are listed ("Listing Agreements"), and in accordance with the

applicable regulations and/ or guidelines issued by any other competent authorities and/ or clarifications issued thereon, from time to time and subject to all such approvals, permissions, consents and / or sanctions as may be necessary from the Government of India ("GOI"), the Reserve Bank of India ("RBI"), SEBI, the Stock Exchanges, the Ministry of Finance (Department of Economic Affairs) and Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance) and / or all other ministries, departments or other statutory or local authorities of the GOI and/ or any other competent governmental or regulatory authorities as may be required, whether in India or outside India (hereinafter collectively referred to as 'Appropriate Authority') and subject to such conditions and / or modifications as may be prescribed by any of them while granting such approvals, permissions, consents and/ or sanctions (hereinafter referred to as "Requisite Approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any duly authorised Committee constituted or may hereinafter be constituted and/ or any Director(s) of the Company, delegated with the powers necessary for the purpose, including the powers conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board of Directors or Committee thereof to create, offer, issue and allot in one or more tranches, whether rupee denominated or denominated in foreign currency, in the course of international and/ or domestic offering(s) in one or more foreign markets and/ or domestic market, for a value of upto ₹ 1,000 Crores (Rupees One Thousand Crores only), such number of Equity Shares, Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), and/ or Equity Shares through Depository Receipt Mechanism and/ or Fully Convertible Debentures ("FCDs") and/ or Non Convertible Debentures ("NCDs") with warrants, or any other financial instruments convertible into or linked to Equity Shares and/ or any other instruments and/ or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form including without limitation, the Securities as defined under the Securities Contract Regulation Act, 1956 and the rules made thereunder as amended from time to time (hereinafter collectively referred to as the "Securities") whether, secured or unsecured,

listed on any stock exchange(s) in India or any international stock exchange(s) abroad, through an offer document and/or prospectus and/or offer letter and/or offering circular and/or placement document, and/or listing particulars, to any person including foreign / resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), foreign institutional investors, venture capital funds, foreign venture capital investors, qualified foreign investors, alternative investment funds, multilateral and bilateral financial institutions, state industrial development corporations, insurance companies, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, development financial institutions, Indian mutual funds, non-resident Indians, promoters, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") including allotment in exercise of a green shoe option, if any, by the Company, through public issue(s), Rights Issue(s), private placement(s), and / or qualified institutional placement under Chapter VIII of the SEBI ICDR Regulations or a combination thereof at such time or times, at such price or prices, at a discount or premium to the market price or prices, including discounts as permitted under applicable law, in such manner and on such terms and conditions including security, rate of interest and conversion terms, as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the lead managers, or other advisor(s) for such issue(s), as the Board in its absolute discretion may deem fit and appropriate

RESOLVED FURTHER THAT if any issue of Securities is made by way of a qualified institutional placement in terms of Chapter VIII of the SEBI ICDR Regulations, the allotment of the Securities, or any combination of Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed

under the SEBI ICDR Regulations from time to time and the Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations

RESOLVED FURTHER THAT in the event that Equity Shares are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula (including any permitted discounts) provided under Chapter VIII of the SEBI ICDR Regulations

RESOLVED FURTHER THAT in the event that warrants which are convertible into Equity Shares of the Company are issued simultaneously with non-convertible debentures and/or other convertible securities are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures and at such price being not less than the price determined in accordance with the pricing formula (including any permitted discounts) provided under Chapter VIII of the SEBI ICDR Regulations

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions

in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the term of the Securities and the Board be and is hereby authorised in its absolute discretion to dispose off such of the Securities that are not subscribed in such manner as it may deem fit

RESOLVED FURTHER THAT the issue of Securities which are convertible into Equity Shares shall, inter alia, be subject to the following terms and conditions:

- (a) in the event of the Company making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares shall stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders; and
- (c) in the event of any merger, amalgamation, takeover or any other re-organisation, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead managers, co-managers, underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, lawyers, advisors, stabilizing agent and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on one or more national and international stock exchange(s), to seek consent, if required from lenders of the Company and parties with whom the Company has entered into various commercial and

other agreements in connection with the issue and allotment of Securities and also to open one or more bank accounts in the name of the Company within or outside India, as may be required, subject to receipt of requisite approvals wherever required from the RBI or any overseas regulatory authority, as applicable

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares including issue and allotment of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares that may be issued and allotted by the Company, including issue and allotment of equity shares upon conversion of any securities referred above, shall be issued and allotted in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu inter se with the existing Equity Shares of the Company in all respects except as provided otherwise under the terms of issue/offering and in accordance with the offer document and/or prospectus and/or offer letter and/or offering circular and/or listing particulars

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form, terms and timing of the issue(s), including the class of Investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, discount(s) permitted under applicable law (now or hereafter), premium amount on issue/conversion of Securities/ exercise of warrants/ redemption of Securities, rate of interest, redemption period, listings on one or more stock exchanges in India and/or abroad as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and/or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s)

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various

transaction documents, creation of mortgage/charge in accordance with Section 180 of the Companies Act, 2013 or such other provisions of the Companies Act, 2013 and the Rules made thereunder, in respect of any Securities as may be required either on pari passu basis or otherwise as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end

and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or any executive director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions”

By Order of the Board
For **IL&FS Transportation Networks Limited**

Krishna Ghag
Vice President & Company Secretary

Mumbai, July 22, 2014

Registered Office:

The IL&FS Financial Centre,
C-22, G-Block, Bandra – Kurla Complex,
Bandra (East), Mumbai 400051
CIN: L45203MH2000PLC129790

NOTES:

- 1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY – EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable**

A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder

2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of the business under Item Nos. 7 to 11 of the Notice is annexed hereto. The relevant details as required under Clause 49 of the Listing Agreement, entered into with the Stock Exchanges for persons

seeking Appointment/Re-appointment as Directors under Item no. 4, 5 and 7 to 10 of the Notice are also annexed

3. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Thursday, August 14, 2014 to Thursday, August 21, 2014 (both days inclusive)
4. The Dividend as recommended by the Board of Directors on the Equity Shares of the Company, if approved by the Shareholders at the 14th Annual General Meeting of the Company, shall be paid to those Members whose names appear on the Register of Members of the Company on Thursday, August 21, 2014. In respect of shares held in electronic form, the Dividend will be payable to the Beneficial Owners of the shares as on the closing hours of business on August 13, 2014 as per the details furnished by the Depositories for this purpose
5. Members are requested to immediately intimate changes, if any, in their registered addresses along with pincode number to the Company or the Registrars & Share Transfer Agents. Members holding shares in dematerialised mode are requested to intimate the same to their respective Depository Participants

6. In order to avail the facility of Electronic Clearing Service (ECS), Members holding shares in physical form are requested to provide bank account details to the Company or the Registrar & Share Transfer Agents. Members holding shares in dematerialised mode are requested to instruct their respective Depository Participants regarding bank accounts in which they wish to receive the dividends. The Company/Registrars & Share Transfer Agents will not act on any direct request received from the Members holding shares in dematerialised form for change/deletion of such bank details
7. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate risks associated with physical shares
8. The Company is obliged to print bank details on the Dividend warrants as furnished by NSDL and CDSL, "the Depositories" to the Company and the Company cannot entertain any request for deletion/change of Bank details already printed on the Dividend warrant(s) based on the information received from the concerned Depositories without confirmation from them. In this regard, Members are advised to contact their Depository Participant and furnish them the particulars of any change desired
9. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the amount of dividend which remains unpaid /unclaimed for a period of 7 years would be transferred to the "Investor Education and Protection Fund (IEPF)", constituted by the Central Government

Pursuant to the provisions of the IEPF (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules 2012, the Company has uploaded the details of unpaid / unclaimed amounts lying with the Company as on August 8, 2013 (the date of last Annual General Meeting) on the website of the Company (www.itnlindia.com), as also on the website of the Ministry of Corporate Affairs

Members who have not yet encashed their dividend warrant(s) pertaining to the Equity Dividend for the financial year 2009-10 onwards are requested to make their claims without any delay to the Company
10. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered

with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode

11. Members intending to require information or clarifications on the Financial Accounts are requested to inform the Company atleast a week in advance to enable the Company to compile the information and provide replies at the Meeting
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during (3.00 pm to 5.00 pm) on all working days, upto and including the date of the Annual General Meeting of the Company
13. Members are requested to bring their copy of the Annual Report to the Meeting
14. Voting through electronic means

In compliance with the provisions of Section 108 of the Act and the Rules made thereunder, the Members are provided with the facility to cast their vote electronically, through the e-Voting Services provided by National Securities Depository Limited (NSDL) on all resolutions set forth in this Notice

The instructions for e-voting are as under:

- (a) In case a Member receives an e-mail from NSDL (for Members whose email addresses are registered with the Companies / Depositories):
 - (i) Open the e-mail and also open the PDF file viz; "ITNL e-Voting.pdf" with your Client ID or Folio Number as Password. The said PDF file contains your User ID and Password for e-voting. Please note that the password is an initial password
 - (ii) Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Member - Login
 - (iv) If you are already registered with NSDL for evoting then you can use your existing user ID and password
 - (v) If you are logging in for the first time, please enter the user ID and password provided in the pdf file attached with the email as initial password. The Password change menu will

appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits/characters or combination of both. Please take utmost care to keep your password confidential

- (vi) Once the e-Voting Home page opens, click on e-Voting - > Active Voting Cycles
 - (vii) Select "EVEN" (Evoting Event Number) of IL&FS Transportation Networks Limited
 - (viii) Now you are ready for e-Voting as Cast Vote page opens
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (xi) Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently
 - (xii) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: income108@yahoo.co.in with a copy marked to: evoting@nsdl.co.in
 - (xiii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of : www.evoting.nsdl.com
- (b) In case a Member receives the physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company / Depositories):
- (i) Initial password is provided in the enclosed Ballot Form: "EVEN" (Evoting Event Number) User ID and password
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) of (a) above, to cast vote
- (c) Other Instructions
- (i) The e-voting period commences on Friday, August 15, 2014 (9.00 am IST) and ends on Sunday, August 17, 2014 (5.30 pm IST). The

e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently

- (ii) The voting rights of Members shall be in proportion to their share of the paid up share capital of the Company as on July 18, 2014
 - (iii) Mr. S. Anantha Rama Subramanian, Practising Company Secretary (FCS: 4443; CP No.:1925), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner
 - (iv) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period shall make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company
 - (v) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) in the postage prepaid self addressed envelop so as to reach the scrutinizer not later than Monday, August 18, 2014. Ballot form received after this date will be treated as invalid
- Members can also download the Ballot Form from the link <https://www.evoting.nsdl.com> or www.itnlindia.com or seek duplicate Ballot Form from M/s. Link Intime (India) Private Limited, Registrar & Transfer Agents, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078
- (vi) A Member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid
 - (vii) The result of the Ballot will be posted on the website of the Company : www.itnlindia.com within two days of the passing of the resolutions at the Fourteenth AGM of the Company scheduled on August 21, 2014 and communicated to the BSE Ltd and National Stock Exchange of India Ltd, where the shares of the Company are listed

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 7 to 10

The Company had appointed Mr. Deepak Dasgupta, Mr. R. C. Sinha, Mr. H. P. Jamdar and Mr. Deepak Satwalekar as Independent Directors pursuant to the provisions of Clause 49 of the Listing Agreements entered into with the Stock Exchanges

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, it is proposed to appoint the above named Independent Directors for a consecutive period of five years for a term upto March 31, 2019. A notice proposing their candidature for the office of Director has been received by the Company

In the opinion of the Board, all the above named Independent Directors fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as an Independent Director of the Company. The terms and conditions of appointment of the Independent Directors shall be open for inspection by the Members at the Registered Office of the Company during all working days from 3.00 pm to 5.00 pm upto the date of the Meeting

The Board considers that their continued association would be of immense benefit to the Company and therefore recommends the resolutions as set out at Item No. 7 to 10, for the approval by the Members of the Company

Except the Independent Director being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in their respective resolution as set out at Item No. 7 to 10

In terms of Clause 49 of the Listing Agreement, brief profile of all the Directors proposed to be appointed / re-appointed at the Meeting is provided in the Annexure to this Notice

Item no. 11

Given the Company's future growth plans, the Board, considers it necessary to augment the long term resources of the Company by way of issuing Securities to eligible investors, subject to an aggregate maximum limit of up to an amount of ₹ 1,000 Crores or equivalent amount in any other currency and further subject to the prevailing market conditions and other relevant considerations. The Board intends to deploy the net proceeds from the issue, post payment of all offering related fees and expenses, of the above mentioned securities for funding

any one or more of the following: (i) augmenting long term finance for funding growth and capital expenditure (ii) pre-payment/ repayment of debt (iii) funding capital requirements of subsidiaries/ associate companies/ joint ventures (iv) working capital requirements and (v) general corporate purpose

Accordingly, the Company proposes to create, offer, issue and allot such number of Equity Shares, Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), and/or Equity Shares through Depository Receipt Mechanism and/or Fully Convertible Debentures (FCDs) and/or Non Convertible Debentures (NCDs) with warrants, or any other financial instruments convertible into or linked to Equity Shares and/or any other instruments and/or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form or any combination of Securities through public issue(s), private placement(s) or a combination thereof, including issuance of Securities through a qualified institutional placement under Chapter VIII of the SEBI ICDR Regulations

The Board may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company

The pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutional placement shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date when the Board or the Committee of the Board thereof decides to open the qualified institutional placement for subscription

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board

or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The offer/issue/allotment/conversion/redemption would be subject to the availability of regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing Agreement

Section 62(1)(c) of the Companies Act 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing Members of such company in the manner laid down in Section 62 of the Companies Act, 2013 unless the Members in a General Meeting decide otherwise. Since, the

Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than Members of the Company, consent of the Members is being sought pursuant to the provisions of Sections 42, 62 and other applicable provisions of the Companies Act, 2013 as well as applicable Rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Listing Agreement executed by the Company with the stock exchanges where the Equity Shares of the Company are listed

The Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Securities to the Investors, who may or may not be the existing Members of the Company

None of the Directors and Key Managerial Personnel and any of their relatives are deemed to be concerned or interested in the passing of resolution, except to the extent of securities issued/allotted to them or to the companies in which they are director or members

The Board of Directors of the Company recommends the resolution for the approval of the Members as a Special Resolution

By Order of the Board
For **IL&FS Transportation Networks Limited**

Krishna Ghag
Vice President & Company Secretary

Mumbai, July 22, 2014

Registered Office:

The IL&FS Financial Centre,
C-22, G-Block, Bandra – Kurla Complex,
Bandra (East), Mumbai 400051
CIN: L45203MH2000PLC129790

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE:

Particulars	Deepak Dasgupta	H P Jamdar	R. C. Sinha	Deepak Satwalekar	Mr. Ravi Parthasarathy	Mr. Hari Sankaran
Date of Birth	16-Dec-1942	6-May-1944	22-May-1938	14-Nov-1948	4-Oct-1952	19-Feb-1961
Date of Appointment	30-June-2009	6-Jan-2001	19-Mar-2001	30-June-2009	6-Jan-2001	29-Nov-2000
Qualifications	Master's degree in Science	Bachelor's degree in Civil Engineering	(i) Bachelor's degree in Law, (ii) Master's degree in Economics (iii) Master's Degree in Urban Development	(i) Bachelor's degree in Technology from IIT, Mumbai (ii) Master's degree in Business Administration from the American University, Washington DC	(i) B.Sc. (ii) MBA from IIM, Ahmedabad	(i) B.A.-Economics (ii) M.Sc – Economics from London School of Economics
Expertise in specific functional areas	Has worked in various Central Govt departments related to infrastructure development & policy formulation	Worked in various capacities in State Government departments including roads and ports sector	Worked in various capacities in State Government departments/ including heading infrastructure projects	Has considerable experience in the fields of finance, infrastructure and corporate governance	Eminent Professional with rich and varied experience in Infrastructure & financial services segment	Eminent Professional with rich and varied experience in Infrastructure & financial services segment
Directorships in other Public Limited Companies*	<ul style="list-style-type: none"> ➤ IJM (India) Infrastructure Limited ➤ Road Infrastructure Development Company of Rajasthan Limited ➤ IL&FS Rail Limited ➤ Rapid MetroRail Gurgaon Limited ➤ Rapid MetroRail Gurgaon South Limited 	<ul style="list-style-type: none"> ➤ Nila Infrastructures Ltd 	<ul style="list-style-type: none"> ➤ Bengal Ambuja Housing Development Company Limited ➤ Quippo Construction Equipment Ltd ➤ Nac Infrastructure Equipment Ltd 	<ul style="list-style-type: none"> ➤ Asian Paints Limited ➤ Piramal Healthcare Limited ➤ The Tata Power Company Limited 	<ul style="list-style-type: none"> ➤ Infrastructure Leasing & Financial Services Limited ➤ IL&FS Cluster Development Initiatives Limited ➤ IL&FS Education & Technology Services Limited ➤ IL&FS Energy Development Company Limited ➤ IL&FS Financial Services Limited ➤ IIDC Limited (erstwhile IL&FS Infrastructure Development Corporation Limited) 	<ul style="list-style-type: none"> ➤ Infrastructure Leasing & Financial Services Limited ➤ IL&FS Energy Development Company Limited ➤ IL&FS Financial Services Limited ➤ IIDC Limited (erstwhile IL&FS Infrastructure Development Corporation Limited) ➤ IL&FS Education & Technology Services Ltd ➤ Gujarat International Finance Tec-City Company Limited

Particulars	Deepak Dasgupta	H P Jamdar	R. C. Sinha	Deepak Satwalekar	Mr. Ravi Parthasarathy	Mr. Hari Sankaran
Directorships in other Public Limited Companies*					<ul style="list-style-type: none"> ▶ IIDC Limited (erstwhile IL&FS Infrastructure Development Corporation Limited) ▶ IL&FS Skill Development Corporation Limited ▶ IL&FS Investment Managers Limited ▶ IL&FS Maritime Infrastructure Company Limited ▶ Reliance Haryana SEZ Limited ▶ IL&FS Capital Advisors Limited 	<ul style="list-style-type: none"> ▶ IL&FS Environmental Infrastructure and Services Limited ▶ IL&FS Renewable Energy Limited ▶ IL&FS Maritime Infrastructure Company Ltd ▶ Road Infrastructure Development Company of Rajasthan Limited ▶ Mangalore SEZ Limited
Membership of Committees in other Public Limited Companies (includes only Audit & Shareholders' / Investors' Grievance Committee)	<ul style="list-style-type: none"> ▶ Road Infrastructure Development Company of Rajasthan Limited <i>Audit Committee</i> ▶ IL&FS Rail Ltd <i>Audit Committee</i> ▶ Rapid MetroRail Gurgaon Limited <i>Audit Committee</i> ▶ Rapid MetroRail Gurgaon South Limited <i>Audit Committee</i> 	-	-	<ul style="list-style-type: none"> ▶ The Tata Power Company Limited <i>Audit Committee</i> ▶ Piramal Healthcare Limited <i>Investor Grievance Committee</i> 	-	<ul style="list-style-type: none"> ▶ IL&FS Energy Development Company Ltd <i>Audit Committee</i>
No. of Shares held in the Company	79	-	53	-	399,796	432,916

* Excludes Directorships in Private Limited Companies, Foreign Companies and Government bodies