

August 30, 2013

General Manager,
Listing Department,
Bombay Stock Exchange 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,
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Scrip Code No: 533177

Scrip Code No: IL&FSTRANS EQ

Dear Sirs,

Re: Minutes of Annual General Meeting

Please find enclosed the Minutes of the 13th Annual General Meeting of the Company held on Thursday, August 8, 2013 at 3.30 p.m

Thank you.

Yours faithfully,
IL&FS Transportation Networks Limited



Krishna Ghag
Vice President &
Company Secretary

Encl: As above

Minutes of the Thirteenth Annual General Meeting of the Members of IL&FS Transportation Networks Limited held on Thursday, August 8, 2013 at 3.30 p.m. at the Y. B. Chavan Auditorium, Gen. J. Bhosale Marg, Mumbai 400 021

Present

Mr. Deepak Dasgupta	Chairman
Mr. Ravi Parthasarathy	Director
Mr. Hari Sankaran	Director
Mr. R. C. Sinha	Director & Chairman of Audit Committee
Mr. Arun K. Saha	Director
Mr. H. P. Jamdar	Director
Mr. Pradeep Puri	Director
Mr. Vibhav Kapoor	Director
Mr. Deepak Satwalekar	Director
Mr. K. Ramchand	Managing Director
Mr. Mukund Sapre	Executive Director
Mr. Krishna Ghag	Company Secretary

1. Mr. Ravi Parthasarathy representative of Infrastructure Leasing & Financial Services Limited under Section 187 of the Companies Act, 1956
2. Mr. Vibhav Kapoor representative of IL&FS Employees Welfare Trust under Section 187 of the Companies Act, 1956
3. Mr. Krishna Ghag representative of IL&FS Financial Services Ltd under Section 187 of the Companies Act, 1956
4. 37 members present in person
5. Mr. Kalpesh Mehta, Partner, M/s. Deloitte Haskins & Sells, Chartered Accountants

The Directors' and Auditors' Report, the Audited Balance Sheet as at March 31, 2013 and the Profit & Loss Account for the year ended March 31, 2013, the Proxy Register, Register of Directors' shareholding and certified copies of the resolutions received from (i) Infrastructure Leasing & Financial Services Limited, (ii) IL&FS Employees Welfare Trust and (iii) IL&FS Financial Services Limited pursuant to Section 187 of the Companies Act, 1956, were tabled

The requisite quorum being present, the Chairman welcomed the members present at the meeting and called the meeting to order. He then introduced the persons sitting on the dais

The Chairman announced that the Company had received 22 valid proxies for 5,789,274 equity shares representing 2.98% of the total paid-up capital of the Company and also resolutions from (i) Infrastructure Leasing & Financial Services Limited holding 135,000,000 Equity Shares representing 69.49%, (ii) IL&FS Employees Welfare Trust holding 3,322,469 Equity Shares representing 1.71% and (iii) IL&FS Financial Services Ltd holding 2,440,534 Equity Shares representing 1.26% of the total paid up share capital, authorizing its representatives under Section 187 of the Companies Act 1956

With the consent of the Members, the Notice convening the meeting and the Annexure to the Auditors Report were taken as read

CHAIRMAN'S
INITIALS

4

The Chairman thereafter requested Mr. Krishna Ghag, Company Secretary to read the Auditors Report

Mr. Krishna Ghag then read the Auditors' Report

The Chairman then proposed the following resolution regarding adoption of accounts as an Ordinary Resolution:

Resolution No. 1

"RESOLVED THAT the Balance Sheet as at March 31, 2013 and the Profit & Loss Account for the year ended as on that date alongwith Annexure/Schedules thereto, together with the Report of the Directors and Auditors thereon laid before the Members at the Meeting be and are hereby received, approved and adopted"

Mr. Shailesh Mahadevia seconded the above resolution

The Chairman then invited the Members to seek information/clarifications, if any, in connection with the accounts and business set out in the agenda for the meeting

Mr. Shailesh Mahadevia, Ms. Homayun Pouredchi and Mr. Nilesh Gandhi, Members spoke at the meeting

Mr. Shailesh Mahadevia complimented the Management and the employees for the excellent results, the ISO certifications obtained and for the CSR activities that are carried on by the Company. He then sought information / clarification on the role of the public sector and the private sector for undertaking the Public Private Partnership basis, provision for making good the loss suffered on account of delay in handing over the land and clearances for completion of the projects if any, formula for charging the toll, determination of lane kilometers, number of employees and if the Company was in the business of developing warehouses or any other projects. He also wanted to know the substantially higher costs for a 13 Km project at Chenani Nashri compared to the cost for construction of Narketpalli Addanki Project with road stretch of approx. 200 Kms

Ms. Homayun Pouredchi asked if there was any benefit by virtue of the falling rupee value in recognizing the activity of the subsidiary in Spain

Mr. Nilesh Gandhi sought details of the average cost of borrowing at the consolidated level and if the Company has availed any Foreign Currency loan and if so, whether the same has been hedged

The Chairman then thanked the Members for their comments and informed that the activities undertaken under PPP route were conventionally executed by the Private Sector, considering its ability to take certain risks in execution of the projects and also to raise significant resources by the Government. The toll rates are determined by the Government taking into consideration the interest of the public at large and are predetermined through a formula which is part of the Concession Agreement. He then informed that a width of 3.5 meters is considered for calculation of a lane. He also informed that the Company was not in the business of providing warehousing services; however, apart from roads the Company has also undertaken development of rail connectivity, border check post and parking facility. The Chairman then requested Mr. Ramchand, Managing Director to provide information on the other queries sought by the Members

To a question raised on the results/performance of the Company for the quarter ended June 30, 2013, Mr. Ramchand provided the information in brief and stated that the same will be published in detail in the newspapers the following day

CHAIRMAN'S
INITIALS

8

He clarified that there is a predetermined formula in the Concession Agreement of every project to compensate for delays on account of handing over of the land and requisite clearances for completion of the project and therefore there would be no impact on the cost of the projects. The operation and maintenance during the concession period is also part of the responsibility of the Company including cleaning of the roads for which the cleaning machine is used as shown in the report. Chenani Nashri is a tunnel project spanning 11 Kms which include 9 Kms of tunnel for which costs are substantially higher compared to a normal road project. He stated that the Company has approx. 400 employees on its rolls and around 500 to 600 employees on contract employed at various projects depending on the requirement and type of the project/activities. With regard to the falling rupee compared to other currencies, he stated that there would not be any impact on the costs except that the financials will show an increase on consolidation. In connection with the query on average cost of borrowing for the projects, he stated that the same was in the range of 10.75 to 11% and that the Company had not availed any foreign currency loan except for the bonds raised by the overseas subsidiary for acquisition of the equity stake in the Chinese company

The Chairman then thanked Mr. Ramchand for providing the information/clarifications sought by the Members

He then put the resolution to vote on a show of hands

The Resolution was passed with requisite majority

Resolution No. 2

The following resolution was proposed as an Ordinary Resolution by Mr. Hemal Marfatia and seconded by Mr. Mahendra Kumar Agarwal:

“RESOLVED THAT a dividend at the rate of ₹ 4.00 per equity share as recommended by the Board of Directors on 194,267,732 equity shares, be and is hereby declared for payment to the Members of the Company whose names appear on the Register of Members as on August 8, 2013 and in respect of the shares held in electronic form, to the beneficial owners of such shares as on July 31, 2013 out of the current profits of the Company for the financial year ended March 31, 2013”

The resolution was then put to vote on a show of hands and passed with requisite majority

Resolution No. 3

The following Resolution was proposed as an Ordinary Resolution by Mr. Nilesh Gandhi and seconded by Mr. H L Savani:

“RESOLVED THAT Mr. Arun K Saha, who retires by rotation pursuant to Article 148 of the Articles of Association of the Company and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation”

The resolution was then put to vote on a show of hands and passed with requisite majority

Resolution No. 4

The following Resolution was proposed as an Ordinary Resolution by Mr. Francis L Figueiredo and seconded by Mr. Hemant V. Bhatia:

CHAIRMAN'S
INITIALS

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"RESOLVED THAT Mr. R C Sinha, who retires by rotation pursuant to Article 148 of the Articles of Association of the Company and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation"

The resolution was then put to vote on a show of hands and was passed with requisite majority

Resolution No. 5

The following Resolution was proposed as an Ordinary Resolution by Mr. Behram Mehta and seconded by Mr. Shailesh Mahadevia:

"RESOLVED THAT Mr. H P Jamdar who retires by rotation pursuant to Article 148 of the Articles of Association of the Company and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation"

The resolution was then put to vote on a show of hands and was passed with requisite majority

Resolution No. 6

The following Resolution was proposed as an Ordinary Resolution by Mr. H. L. Savani and seconded by Mr. Kirti Gangar:

"RESOLVED THAT M/s. Deloitte Haskins & Sells, Chartered Accountants, Mumbai registered with the Institute of Chartered Accountants of India vide No. 117366W be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company"

The resolution was then put to vote on a show of hands and carried Nem Con

Resolution No. 7

The following Resolution was proposed as an Ordinary Resolution by Mr. Hemal Marfatia and seconded by Mr. Hemant V. Bhatia:

"RESOLVED THAT pursuant to Sections 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 including any amendment/ modification to or re-enactment thereof ("Act") read with Schedule XIII thereto, consent of the Members be and is hereby accorded to the re-appointment of Mr. K Ramchand, as Managing Director of the Company with effect from April 1, 2013, for a period of 5 years, on the terms, conditions and remuneration set out hereunder:

- (i) Consolidated/Basic Salary: In the bandwidth of ₹ 15,00,000/- to ₹ 35,00,000/- per month with annual increments as may be decided by the Remuneration Committee/ Board of Directors of the Company, effective April 1 each year
- (ii) Perquisites:
 - (a) Housing: The Company shall provide Mr. Ramchand with furnished accommodation. In case no accommodation is provided, he shall be entitled to House Rent Allowance as may be decided by the Remuneration Committee /Board of Directors of the Company or as per the Rules of the Company

CHAIRMAN'S
INITIALS

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- (b) Allowances: Mr. Ramchand shall be entitled to Allowances as per the Rules of the Company or as may be approved by the Remuneration Committee/ Board of Directors from time to time
- (c) Medical Reimbursement: Expenses incurred for Mr. Ramchand and his family as per the Rules of the Company, subject to a ceiling of one month's Consolidated / Basic Salary. He shall be entitled for reimbursement of unclaimed medical expenses for any particular year(s), during any or all the succeeding 5 years until expiry of his tenure of appointment, whichever is earlier
- (d) Leave Travel Allowance: For Mr. Ramchand and his family once in a year as per Rules of the Company, subject to a ceiling of one month's Consolidated/Basic Salary. In the event Mr. Ramchand is unable to undertake the travel, he shall be entitled to a lump sum allowance once a year, subject to deduction of tax at source as applicable, as per the Rules of the Company
- (e) Car: Mr. Ramchand shall be provided with a chauffeur driven car for use on Company's business. The use of car for private purposes will be billed to him as per the Rules of the Company
- (f) Club Fees: Fees of club subject to a maximum of three clubs. This will not include life membership fees
- (g) Mediclaim Insurance: For Mr. Ramchand and his family, as per the Rules of the Company or as may be approved by the Remuneration Committee/ Board of Directors from time to time

Explanation: For the purpose of (c), (d) and (g), "Family" means spouse, dependent children and dependent parents
- (h) Telephone/ Fax: Mr. Ramchand shall be provided with telephone(s) at his residence. Personal long distance calls will be billed as per the Rules of the Company
- (i) Electricity: Mr. Ramchand shall be entitled to reimbursement of residential electricity bills at actuals
- (j) Retirement Benefits: Contribution to Provident Fund, Superannuation Fund and Gratuity Fund as per the Rules of the Company. Gratuity payable shall not exceed one month's salary for each completed year of service or as per the Rules of the Company. These will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under Income Tax Act, 1961
- (k) Leave Encashment: Encashment of leave, as per the Rules of the Company, subject to deduction of tax at source, as applicable. This will also not be included in the computation of the ceiling on perquisites
- (iii) Performance Related Pay/Incentive: Such remuneration by way of Performance based rewards/ incentives, in addition to the above salary and perquisites as may be decided by the Remuneration Committee/Board of Directors from time to time
- (iv) Minimum Remuneration: Notwithstanding anything to the contrary herein contained where in any financial year, during the currency of tenure of Mr. Ramchand, the Company has no profits or its profits are inadequate.

CHAIRMAN'S
INITIALS

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remuneration by way of salary, perquisites and performance related pay/incentive shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule XIII of the Act whichever is lower unless otherwise determined by the Remuneration Committee/ Board of Directors, subject to approval of the Central Government, if required

(v) General Conditions:

- (a) The total remuneration payable to Mr. Ramchand shall not exceed such limits as may be prescribed by the Central Government
- (b) Mr. Ramchand shall be entitled to such other privileges, facilities and amenities in accordance with the Company Rules and Regulations applicable to other employees of the Company as may be decided by the Remuneration Committee / Board of Directors, within the overall limits prescribed under the Companies Act, 1956
- (c) Mr. Ramchand shall not be liable to retire by rotation
- (d) Mr. Ramchand shall not be paid any sitting fees for attending meetings of the Board of Directors or Committees thereof

The resolution was then put to vote on a show of hands and was passed with requisite majority

Resolution No. 8

The following Resolution was proposed as an Ordinary Resolution by Mr. Shailesh Mahadevia and seconded by Mr. Behram Mehta:

"RESOLVED THAT pursuant to Sections 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 including any amendment/ modification to or re-enactment thereof ("Act") read with Schedule XIII thereto, consent of the Members be and is hereby accorded to the re-appointment of Mr. Mukund Sapre, as Whole time Director to be designated as Executive Director of the Company in terms of the Act, with effect from April 1, 2013, for a period of 5 years, on the terms, conditions and remuneration set out hereunder:

- (i) Consolidated/Basic Salary: In the bandwidth of ₹ 7,00,000/- to ₹ 20,00,000/- per month with annual increments as may be decided by the Remuneration Committee/Board of Directors of the Company, effective April 1 each year
- (ii) Perquisites:
 - (a) Housing: The Company shall provide Mr. Sapre with furnished accommodation. In case no accommodation is provided, he shall be entitled to House Rent Allowance as may be decided by the Remuneration Committee/Board of Directors of the Company or as per the Rules of the Company
 - (b) Allowances: Mr. Sapre shall be entitled to Allowances as per the Rules of the Company or as may be approved by the Remuneration Committee/ Board of Directors from time to time
 - (c) Medical Reimbursement: Expenses incurred for Mr. Sapre and his family as per the Rules of the Company, subject to a ceiling of one month's Consolidated / Basic Salary. He shall be entitled for reimbursement of

CHAIRMAN'S
INITIALS

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unclaimed medical expenses for any particular year(s), during any or all the succeeding 5 years until expiry of his tenure of appointment, whichever is earlier

- (d) Leave Travel Allowance: For Mr. Sapre and his family once in a year as per the Rules of the Company, subject to a ceiling of one month's Consolidated / Basic Salary. In the event Mr. Sapre is unable to undertake the travel, he shall be entitled to a lump sum allowance once a year, subject to deduction of tax at source as applicable, as per Rules of the Company
- (e) Car: Mr. Sapre shall be provided with a chauffeur driven car for use on Company's business. The use of car for private purposes will be billed to him as per the Rules of the Company
- (f) Club Fees: Fees of club subject to a maximum of two clubs. This will not include life membership fees
- (g) Mediclin Insurance: For Mr. Sapre and his family, as per the Rules of the Company or as may be approved by the Remuneration Committee/ Board of Directors from time to time

Explanation: For the purpose of (c), (d) and (g), "Family" means spouse, dependent children and dependent parents

- (h) Telephone/ Fax: Mr. Sapre shall be provided with telephone(s) at his residence. Personal long distance calls will be billed as per the Rules of the Company
- (i) Electricity: Mr. Sapre shall be entitled to reimbursement of residential electricity bills at actuals
- (j) Retirement Benefits: Contribution to Provident Fund, Superannuation Fund and Gratuity Fund as per the Rules of the Company. Gratuity payable shall not exceed one month's salary for each completed year of service or as per the Rules of the Company. These will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under Income Tax Act, 1961.
- (k) Leave Encashment: Encashment of leave, as per the Rules of the Company, subject to deduction of tax at source, as applicable. This will also not be included in the computation of the ceiling on perquisites
- (iii) Performance Related Pay/Incentive: Such remuneration by way of Commission / Performance based rewards/ incentives, in addition to the above salary and perquisites as may be decided by the Remuneration Committee/Board of Directors from time to time
- (iv) Minimum Remuneration: Notwithstanding anything to the contrary herein contained where in any financial year, during the currency of tenure of Mr. Sapre, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and performance related pay/incentive shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule XIII of the Act whichever is lower unless otherwise determined by the Remuneration Committee / Board of Directors, subject to approval of the Central Government, if required

CHAIRMAN'S INITIALS	
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(v) General Conditions:

- (a) The total remuneration payable to Mr. Sapre shall not exceed such limits as may be prescribed by the Central Government
- (b) Mr. Sapre shall be entitled to such other privileges, facilities and amenities in accordance with the Company Rules and Regulations applicable to other employees of the Company as may be decided by the Remuneration Committee/ Board of Directors, within the overall limits prescribed under the Companies Act, 1956
- (c) Mr. Sapre shall not be liable to retire by rotation
- (d) Mr. Sapre shall not be paid any sitting fees for attending meetings of the Board of Directors or Committees thereof

The resolution was then put to vote on a show of hands and was passed with requisite majority

Resolution No. 8

The following Resolution was proposed as an Ordinary Resolution by Mr. Shailesh Mahadevia and seconded by Mr. Nilesh Gandhi:

“RESOLVED that pursuant to Section 16, 94 and other applicable provisions, if any, of the Companies Act, 1956 including any amendment/ modification to or re-enactment thereof (the “Act”), the Authorized Share Capital of the Company be increased from the existing ₹ 250,00,00,000 (Rupees Two Hundred and Fifty Crores only) divided into 25,00,00,000 (Twenty Five Crores) equity shares of ₹10/- each to ₹ 1,250,00,00,000 (Rupees One Thousand Two Hundred Fifty Crores only) comprising of Equity Share Capital of ₹ 2,50,00,00,000 (Rupees Two Hundred and Fifty Crores only) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of ₹10/- each and Preference Share Capital of ₹ 1000,00,00,000 (One Thousand Crores) divided into 100,00,00,000 (One Hundred Crores) Preference Shares of ₹10/- each, by creation of additional 100,00,00,000 (One Hundred Crores) Preference Shares of ₹ 10 (Rupees Ten only) each.” and consequently the existing Clause V of the Memorandum of Association of the Company, relating to share capital, be substituted by the following new Clause V:

Clause V:

The Authorised Share Capital of the Company is ₹ 1,250,00,00,000 (Rupees One Thousand Two Hundred Fifty Crores only) comprising of Equity Share Capital of ₹ 2,50,00,00,000 (Rupees Two Hundred and Fifty Crores only) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of ₹ 10/- each and Preference Share Capital of ₹ 1000,00,00,000 (One Thousand Crores) divided into 100,00,00,000 (One Hundred Crores) Preference Shares of ₹10/- each

The paid up share Capital of the Company shall be minimum of ₹5.00,00,00/- (Rupees Five Lakhs Only)

- (a) Any shares of the original or increased capital may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred or qualified rights as compared with any shares previously issued, or then about to be issued, or subject to any such provisions or conditions and with any special right or limited rights or without any right of voting, and generally on such terms as the Company may from time to time determine

CHAIRMAN'S
INITIALS

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- (b) The right of the holders of any class of shares for the time being forming part of the Capital of the Company, may be modified, affected, varied, extended by the Company or surrendered either with the consent in writing of the holders of
- (c) three-fourth of the issued shares of the class or with the sanction of a special resolution passed at the separate meeting of holders of these shares

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee(s) and/or any of the Director(s)/Person(s) authorized by the Board of Directors of the Company to exercise powers conferred by this Resolution to the extent permitted by law) be and is are hereby authorized to take all such steps and actions as may be considered necessary or expedient for giving effect to this resolution and to settle any questions that may arise in this regard"

There being no other business, the Chairman once again thanked the shareholders for attending the meeting and declared the meeting as closed

Chairman: *W. S. Singh*

Date : August 29, 2013

CHAIRMAN'S INITIALS	
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