

December 23, 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 Regulation 44(3) – 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, on the following proposals to be passed as Special Resolutions by way of Postal Ballot:

- (i) Increase in borrowing powers of the Company;
- (ii) Sell, lease, assign, dispose or otherwise transfer the investments in subsidiaries/special purpose vehicles/joint ventures of the Company and to mortgage the assets of the Company;
- (iii) Alter the Main Object Clause of the Memorandum of Association of the Company
- (iv) Amend Clause III B and Clause III C of the Memorandum of Association of the Company; and
- (v) Issue Non-Convertible Redeemable Preference Shares


Mr. S. Anantha Rama Subramanian, Practising Company Secretary, Scrutinizer appointed for conducting the Postal Ballot process have submitted his report dated December 23, 2015. A copy of the aforesaid report is enclosed for your records

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

Based on the outcome of the results of the postal ballot as above, the Chairman announced the resolutions 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 special resolutions are December 23, 2015 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)	51737
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Not Applicable

Resolution Required : (Special)			1 - Increase in borrowing limits of the Company from the existing limit of ₹ 9,000 Crores to ₹ 11,000 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013					
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
	Postal Ballot		240849000	100.0000	240849000	0	100.0000	0.0000
	Total (A)		240849000	100.0000	240849000	0	100.0000	0.0000
Public Institutions	E-Voting	28924133	21159031	73.1536	21159031	0	100.0000	0.0000
	Postal Ballot		666666	2.3049	666666	0	100.0000	0.0000
	Total (B)		21825697	75.4585	21825697	0	100.0000	0.0000
Public Non Institutions	E-Voting	59186894	3254120	5.4980	3213951	40169	98.7656	1.2344
	Postal Ballot		6339931	10.7117	6332591	7340	99.8842	0.1158
	Total (C)		9594051	16.2097	9546542	47509	99.5048	0.4952
Total	(A)+(B)+(C)	328960027	272268748	82.7665	272221239	47509	99.9826	0.0174



Resolution Required : (Special)			2 - Sell, lease, assign, dispose or otherwise transfer the investments in subsidiaries/special purpose vehicles/joint ventures of the Company and creation of security/mortgage over the assets of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013					
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
	Postal Ballot		240849000	100.0000	240849000	0	100.0000	0.0000
	Total (A)		240849000	100.0000	240849000	0	100.0000	0.0000
Public Institutions	E-Voting	28924133	21159031	73.1536	21159031	0	100.0000	0.0000
	Postal Ballot		666666	2.3049	666666	0	100.0000	0.0000
	Total (B)		21825697	75.4585	21825697	0	100.0000	0.0000
Public Non Institutions	E-Voting	59186894	3254284	5.4983	3241664	12620	99.6122	0.3878
	Postal Ballot		6339166	10.7104	6338869	297	99.9953	0.0047
	Total (C)		9593450	16.2087	9580533	12917	99.8654	0.1346
Total	(A)+(B)+(C)	328960027	272268147	82.7663	272255230	12917	99.9953	0.0047



Resolution Required : (Special)			3 - Alteration in the Main Object Clause of the Memorandum of Association					
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
	Postal Ballot		240849000	100.0000	240849000	0	100.0000	0.0000
	Total (A)		240849000	100.0000	240849000	0	100.0000	0.0000
Public Institutions	E-Voting	28924133	21159031	73.1536	21159031	0	100.0000	0.0000
	Postal Ballot		666666	2.3049	666666	0	100.0000	0.0000
	Total (B)		21825697	75.4585	21825697	0	100.0000	0.0000
Public Non Institutions	E-Voting	59186894	3253413	5.4968	3226978	26435	99.1875	0.8125
	Postal Ballot		6339116	10.7103	6333526	5590	99.9118	0.0882
	Total (C)		9592529	16.2071	9560504	32025	99.6661	0.3339
Total	(A)+(B)+(C)	328960027	272267226	82.7661	272235201	32025	99.9882	0.0118



Resolution Required : (Special)			4 - Amendments to Clause III B and Clause III C of the Memorandum of Association 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
	Postal Ballot		240849000	100.0000	240849000	0	100.0000	0.0000
	Total (A)		240849000	100.0000	240849000	0	100.0000	0.0000
Public Institutions	E-Voting	28924133	21159031	73.1536	21159031	0	100.0000	0.0000
	Postal Ballot		666666	2.3049	666666	0	100.0000	0.0000
	Total (B)		21825697	75.4585	21825697	0	100.0000	0.0000
Public Non Institutions	E-Voting	59186894	3243698	5.4804	3213853	29845	99.0799	0.9201
	Postal Ballot		6339472	10.7109	6333859	5613	99.9115	0.0885
	Total (C)		9583170	16.1913	9547712	35458	99.6300	0.3700
Total	(A)+(B)+(C)	328960027	272257867	82.7632	272222409	35458	99.9870	0.0130



Resolution Required : (Special)			5 - Issue of Non-Convertible Redeemable Preference Shares aggregating to nominal amount not exceeding ₹ 1,000 Crores pursuant to the provisions of Sections 55 & 62, of the Companies Act, 2013					
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
	Postal Ballot		240849000	100.0000	240849000	0	100.0000	0.0000
	Total (A)		240849000	100.0000	240849000	0	100.0000	0.0000
Public Institutions	E-Voting	28924133	21159031	73.1536	18939667	2219364	89.5110	10.4890
	Postal Ballot		666666	2.3049	666666	0	100.0000	0.0000
	Total (B)		21825697	75.4585	19606333	2219364	89.8314	10.1686
Public Non Institutions	E-Voting	59186894	3245375	5.4833	3187341	58034	98.2118	1.7882
	Postal Ballot		6339472	10.7109	6333982	5490	99.9134	0.0866
	Total (C)		9584847	16.1942	9521323	63524	99.3372	0.6628
Total	(A)+(B)+(C)	328960027	272259544	82.7637	269976656	2282888	99.1615	0.8385





S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES

C-316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai 400080
Tel : (+91 22) 2591 3041/42
Cell : +91 98 33 77 00 11
Website : www.aishcon.co
income108@yahoo.co.in/admin@aishcon.co

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

Dear Sirs / Madam,

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

This has reference to the Postal Ballot forms/ E-votes received from the Shareholders of **IL&FS Transportation Networks Limited** (the 'Company'), in connection with the following Special Resolutions, as specified in the Postal Ballot Notice dated November 06, 2015 ("the said Notice") read with the Explanatory Statement attached thereto:

Item No.1: Increase in borrowing powers of the Company:

"RESOLVED THAT in supersession of the resolution dated September 28, 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, read with applicable 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 the duly constituted Committee of Directors) to borrow by way of loans/debentures/bonds/deposits or such securities/instruments (whether secured or unsecured, rated or unrated, listed or unlisted) for the purpose of the business of the Company upto a limit of ` 11,000 Crores in place of the existing limit of ` 9,000 Crores either in Indian Rupees and/or in Foreign Currency from time to time from any bank(s) and/or any financial institution(s) 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 capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes.

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".



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S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES

C-316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai 400080
Tel : (+91 22) 2591 3041
Cell : +91 98 33 77 00 11
Website : www.aishcon.co
income108@yahoo.co.in/admin@aishcon.co

: 2 :

Further to the scrutiny of the said forms and E-Votes, we hereby certify the following Results of Postal Ballot in connection with the Special Resolution proposed under the provisions of Section 180(1)(c) 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 Special Resolution:

Sr. No.	Particulars	No. of Postal Ballot Forms(87)* / E-Votes (260)	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	*301	27,22,21,239	99.983
B	Votes against the Resolution	41	47,509	0.017
C	Total valid votes (A+B)	342	27,22,68,748	100.000
D	Invalid Votes (Signature not tallied and / or Votes not casted)	5	19,114	-
	TOTAL (C+D)	347	27,22,87,862	-

**Note: One folio for 50 Equity Shares voted on only 10 Equity Shares and abstained from voting on 40 Equity Shares.*

Item No. 2: Sell, lease, assign, dispose or otherwise transfer the investments in subsidiaries/special purpose vehicles/joint ventures of the Company and to mortgage the assets of the Company:

“RESOLVED THAT pursuant to Section 180(1)(a), 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the Memorandum and Articles of Association of the Company, the Listing Agreement and any other law for the time being in force and subject to such other consents, permissions and sanctions, as may be necessary from all the concerned statutory/government authorities and in accordance with the applicable regulations and/ or guidelines issued by 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 Committee of Directors thereof), consent of the Members of the Company be and is hereby accorded to the Board to sell, lease, assign, transfer, (including to existing/proposed trusts incorporated/to be incorporated under the Indian Trusts Act, 1888 or Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014) or mortgage, convey and deliver or cause to be sold, assigned, transferred and delivered, investment in the Special Purpose Vehicles (SPVs)/subsidiaries/joint ventures of the Company together with all its assets (including the assets under construction) and liabilities/ obligations of whatsoever nature and kind and where so ever situated, in whole or in part, on as is where is basis, for consideration on any such date as the Board /Committee of Directors may deem fit and proper on such terms and conditions (including without limitation, mode of receipt of the sale consideration) as may be mutually agreed between the parties



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S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES

C-316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai 400080
Tel : (+91 22) 2591 3041/42
Cell : +91 98 33 77 00 11
Website : www.aishcon.co
income108@yahoo.co.in/admin@aishcon.co

: 3 :

RESOLVED FURTHER THAT pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 consent of the Members be and is hereby accorded to the Board of Directors or Committee thereof to mortgage and/or create, modify charge on all or anyone or more of the movable/immovable properties or such other assets of the Company, wheresoever situated, both present and future, including securities issued/ to be issued and/or immovable properties on such terms and conditions and at such time or times or in such form or manner as it may deem fit, to or in favour of National / International Financial Institutions /Banks /multilateral institutions or such persons /institutions /Companies, etc. hereinafter referred as "the Lenders" and Trustees to the Lenders & Bondholders to secure any Term Loans /Cash Credit Facilities / Debentures /Bonds or the like, obtained/to be obtained from any of the aforesaid Lenders and as may be thought expedient by the Board or Committee thereof, for an amount not exceeding ` 15,000 Crores (Rupees Fifteen Thousand Crores only) and/or equivalent thereto in any foreign currency, together with any interests, fees, compound/ additional interest, commitment charges, costs, expenses and all other monies payable by the Company to the concerned lenders

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing and varying the terms and conditions towards sale /transfer of the SPVs/subsidiaries/joint ventures and to finalize and execute agreements, deliver and perform those activities as may be agreed upon (including but not limited to share purchase agreements, contracts, deeds, undertakings, and other documents as may be applicable), file applications and make representations in respect thereof and seek requisite approvals from the relevant authorities, including Governmental authorities, and take all necessary steps in the matter as it may in its absolute discretion deem necessary, desirable or expedient to give effect to the above resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to that end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution

AND RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution and to delegate all or any of the powers conferred on it by or under this Resolution to any Director(s) of the Company or any Officer(s) of the Company as it may consider appropriate in order to give effect to this Resolution"

Further to the scrutiny of the said forms and E-Votes, we hereby certify the following Results of Postal Ballot in connection with the Special Resolution proposed under the provisions of Section 180(1)(a), 188 and all other applicable provisions, if any, of the Companies Act, 2013:

[Handwritten Signature]

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: 4 :

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 (87)* / E-Votes (260)	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	*314	27,22,55,230	99.995
B	Votes against the Resolution	25	12,917	0.005
C	Total valid votes (A+B)	339	27,22,68,147	100.000
D	Invalid Votes (Signature not tallied and / or Votes not casted fully)	5	19,114	-
	TOTAL (C+D)	344	27,22,87,261	-

**Note: Total folios participated through Physical Postal Ballot: 87, out of which 3 Folios holding 765 Equity Shares abstained from voting for Resolution No.2 and one folio for 50 Equity Shares voted on only 10 Equity Shares and abstained from voting on 40 Equity Shares.*

Item No.3: Alteration in the Main Objects Clause of the Memorandum of Association of the Company:

“RESOLVED THAT in accordance with the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules made there under (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) (the “Act”) and as per the guidelines, regulations, circulars and clarifications issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India (SEBI) and any other statutory or regulatory authorities and subject to all necessary approvals, consents, permissions and/ or sanctions as may be necessary and subject to any such conditions and modifications as may be prescribed or imposed in such approvals, consents, permissions or sanctions agreed to by the Board of Directors of the Company, (including any Committee thereof) the consent of the Members be and is hereby accorded for alteration of the Main Object in the Objects Clause of the Memorandum of Association of the Company by inserting the following new sub-clause No. 1(a) after the existing sub-clause No. 1 under Clause III A of the Memorandum of Association of the Company:

1(a) “To set-up, create, incorporate, promote, sponsor, co-sponsor, contribute to and manage assets, trusts or funds including alternative investment funds, infrastructure investment trusts, taxable or tax exempt funds, provident, pensions, gratuity and superannuation funds, charitable funds, trusts or consortium funds, or any other funds, trusts or pooled investment vehicles, by whatever name called, whether in India or outside India, in connection with and/or in furtherance of the Main Objects”

AND RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution and to delegate all or any of the powers conferred on it by or under this Resolution to any Director(s) of the Company or any Officer(s) of the Company as it may consider appropriate in order to give effect to this Resolution”

Further to the scrutiny of the said forms and E-Votes, we hereby certify the following Results of Postal Ballot in connection with the Special Resolution proposed under the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013.



: 5 :

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(87)*/ E-Votes (257)	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	*295	27,22,35,201	99.988
B	Votes against the Resolution	40	32,025	0.012
C	Total valid votes (A+B)	335	27,22,67,226	100.000
D	Invalid Votes (Signature not tallied and / or Votes not casted)	5	19,114	-
	TOTAL (C+D)	340	27,22,86,340	-

**Note: Total folios participated through Physical Postal Ballot: 87 out of which 4 Folios abstained from voting for Resolution No.3 and one folio for 50 Equity Shares voted on only 10 Equity Shares and abstained from voting on 40 Equity Shares.*

Item No.4: Amendments to Clause III B and Clause III C of the Memorandum of Association of the Company:

"RESOLVED THAT in accordance with the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules made there under (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) (the "Act") and as per the guidelines, regulations, circulars and clarifications issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India (SEBI) and any other statutory or regulatory authorities and subject to all necessary approvals, consents, permissions and/ or sanctions as may be necessary and subject to any such conditions and modifications as may be prescribed or imposed in such approvals, consents, permissions or sanctions agreed to by the Board of Directors of the Company (including any committee thereof), the consent of the Members be and is hereby accorded for the alteration of existing Clause III B and Clause III C in relation to the Object incidental or ancillary to the attainment of the main objects and other objects of the Memorandum of Association of the Company by:

- (i) substituting the existing heading of Clause III B by the following text: OBJECT INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS"
- (ii) deleting the heading "Clause III C- OTHER OBJECTS"

AND RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution and to delegate all or any of the powers conferred on it by or under this Resolution to any Director(s) of the Company or any Officer(s) of the Company as it may consider appropriate in order to give effect to this Resolution"

Further to the scrutiny of the said forms and E-Votes, we hereby certify the following Results of Postal Ballot in connection with the Special Resolution proposed under the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013.

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: 6 :

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(87)*/ E-Votes (253)	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	*293	27,22,22,409	99.987
B	Votes against the Resolution	40	35,458	0.013
C	Total valid votes (A+B)	333	27,22,57,867	100.000
D	Invalid Votes (Signature not tallied and / or Votes not casted)	5	19,114	-
	TOTAL (C+D)	338	27,22,76,981	-

**Note: Total folios participated through Physical Postal Ballot: 87 out of which 2 Folios holding 459 Equity Shares abstained from voting for Resolution No.4 and one folio for 50 Equity Shares voted on only 10 Equity Shares and abstained from voting on 40 Equity Shares.*

Item No.5: Issue of Preference Shares:

“RESOLVED THAT pursuant to the provisions of Section 55, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules 2014 (Rules) framed thereunder and subject to all other applicable rules, regulations, guidelines, notification and circulars prescribed by the Securities and Exchange Board of India (‘SEBI’), the Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the securities and / or non-convertible debentures of the Company are listed and subject to all necessary approvals, consents, permissions and /or sanctions of the Government of India, SEBI, Stock Exchanges, Reserve Bank of India (‘RBI’), Foreign Investment Promotion Board (‘FIPB’), Secretariat for Industrial Assistance under the Ministry of Commerce & Industry or any other Statutory or Local Authority, 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 and / or imposed by any of them while granting any such approvals, consents, permissions 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 authorized Committee 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 and the Board be and is hereby authorized to create, offer, issue and allot, from time to time, in one or more tranches, in the course of domestic offerings, Non-Convertible Redeemable Preference Shares, aggregating to a nominal amount not exceeding ` 1,000 Crores (Rupees One Thousand Crores Only), for cash, at par or at a premium or at a discount (hereinafter referred to as the “Preference Shares”) to be subscribed in Indian rupees/any other currencies by such person or persons, as the Board may in its absolute discretion think fit, including one or more of the shareholders, promoters, debenture holders, employees, financial institutions, banks, mutual funds, bodies corporate, companies, private or public or otherwise, whether through public issue, rights issue, private placement or otherwise and on such terms and conditions as may be decided by the Board, subject to the following rights:

[Handwritten Signature]

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S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES

C-316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai 400080
Tel : (+91 22) 2591 3041
Cell : +91 98 33 77 00 11
Website : www.aishcon.co
income108@yahoo.co.in/admin@aishcon.co

: 7 :

- a. The Preference Shares shall carry a preferential dividend to be fixed/determined by the Board at the time of issue of the Preference Shares, on the capital for the time being paid-up thereon respectively and shall be redeemable not later than the date determined by the Board at the time of issue of the instruments; and the Preference Shares issued in different tranches may carry dividend as may be fixed/determined by the Board at the time of issue of the respective tranche of the Preference Shares and such dividend may be different for each such tranche;
- b. For the distribution of dividend, the Preference Shareholders shall have priority over equity shareholders;
- c. The Preference Shareholders shall rank superior to equity shareholders in the event of winding up of the Company as regards repayment of capital and arrears of dividend, whether declared or not, up to the commencement of the winding up, in priority to the equity shares but shall not be entitled to any further participation in profits or assets;
- d. The voting rights of the Preference Shareholders shall be in accordance with the provisions of Section 47 of the Act

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including appointment of any institution / bank or any other body or person for underwriting the whole or part of the issue, for the issue and/ or allotment of the aforesaid Preference Shares and listing thereof with the Stock Exchange(s) if deemed appropriate and to resolve and settle all questions and difficulties that may arise in respect of the proposed issue, offer and allotment of the said Preference Shares at any stage, including utilisation of the issue proceeds

AND RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution and to delegate all or any of the powers conferred on it by or under this Resolution to any Director(s) of the Company or any Officer(s) of the Company as it may consider appropriate in order to give effect to this Resolution"

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S. Anantha Rama Subramanian
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: 8 :

Further to the scrutiny of the said forms and E-Votes, we hereby certify the following Results of Postal Ballot in connection with the Special Resolution proposed under the provisions of Section 55, 62 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 Special Resolution:

Sr. No.	Particulars	No. of Postal Ballot Forms (87)* / E-Votes (261)	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	*288	26,99,76,656	99.162
B	Votes against the Resolution	53	22,82,888	0.838
C	Total valid votes (A+B)	341	27,22,59,544	100.000
D	Invalid Votes (Signature not tallied and / or Votes not casted)	5	19,114	-
	TOTAL (C+D)	346	27,22,78,658	-

**Note: Total folios participated through Physical Postal Ballot: 87 out of which 2 Folios holding 459 Equity Shares abstained from voting for Resolution No.5 and one folio for 50 Equity Shares voted on only 10 Equity Shares and abstained from voting on 40 Equity Shares.*

Date: 23rd December, 2015
Place: Mumbai



For S. Anantha & Co.,
Company Secretaries

S. Anantha Rama Subramanian
Proprietor