

May 18, 2023

General Manager,
Listing Department,
BSE Limited,
P.J. Tower, Dalal Street,
Mumbai 400 001
Fax Nos: 022- 22722037/39/41/61
022-22723121/3719/1278/1557/3354 /3577

Vice President,
Listing Department,
National Stock Exchange of India Limited
'Exchange Plaza', Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
Fax Nos. 022-26598237/38,
022-26598347/48

Scrip Code No: 533177

Scrip Code No: IL&FSTRANS EQ

Dear Sirs,

Re: Notice of Postal Ballot

Pursuant to Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Postal Ballot Notice mailed to the Shareholders today i.e. May 18, 2023 for seeking approval of the Members for appointment of Dr. Rajeev Uberoi (DIN: 01731829) as an Independent Director.

In accordance with the applicable laws, the Notice is being sent by electronic mode only to those members whose names appeared in the Register of Members / List of Beneficial Owners maintained by the Company/ Depositories respectively as at close of business hours on Friday, May 12, 2023.

The Notice is also available on the website of the Company i.e. website at: <https://www.itnlindia.com> and on the website of Link Intime (India) Private Ltd. ("Registrar and Transfer Agents") at: <http://www.linkintime.co.in/>.

Members whose names appeared in the Register of Members/ List of Beneficial Owners as on the cut-off date i.e. Friday, May 12, 2023 are eligible for the purpose of remote e-voting.

The Company has, in compliance with Rule 22(5) of the Companies Rules, 2014 appointed Ms. Ami Sheth (Membership No. ACS 24127/ CP No. 13976) of M/s A M Sheth & Associates, Practicing Company Secretary and failing her, Mr. M M Sheth (Membership No. FCS 1455/ CP No.729) of M/s M. M. Sheth & Co., Practicing Company Secretary as the Scrutinizers for conducting the Postal Ballot and e-voting Process in a fair and transparent manner,

The remote e-voting will commence from Saturday, May 20, 2023 (9.00 A.M. IST) and will end on Monday, June 19, 2023 (5.00 P.M. IST). The results of the Postal Ballot will be announced on or before Wednesday, June 21 2023.

This is for your information and record.

Thank you

Yours faithfully,

For IL&FS Transportation Networks Limited

Krishna Ghag
Vice President &
Company Secretary
FCS-4489



IL&FS Transportation Networks Limited

Regd. Office: The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra- Kurla Complex,
Bandra (East), Mumbai 4000 051

Tel. No.: +91 22 2653 3333 Facsimile: +91 22 2652 3979,

Email: itnlinvestor@ilfsindia.com, website: www.itnlindia.com

CIN: L45203MH2000PLC129790

NOTICE OF POSTAL BALLOT

To,
The Members of IL&FS Transportation Networks Limited,

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) to the extent applicable read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force, and as amended, from time to time) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), the resolution as set out in this Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”) for appointment of Dr. Rajeev Uberoi as an Independent Director is proposed to be passed as a Special Resolution by the Members of IL&FS Transportation Networks Limited by means of Postal Ballot (the “Postal Ballot”) only by way of remote e-voting (“e-voting”) process.

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts in connection with the resolution mentioned in this Postal Ballot Notice is annexed hereto for your consideration.

The Company has, in compliance with Rule 22(5) of the Companies Rules, 2014 appointed Ms. Ami Sheth (Membership No. ACS 24127/ CP No. 13976) of M/s A M Sheth & Associates, Practicing Company Secretary and failing her, Mr. M M Sheth (Membership No. FCS 1455/ CP No.729) of M/s M. M. Sheth & Co., Practicing Company Secretary as the Scrutinizers for conducting the Postal Ballot and e-voting Process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the said Rules and Regulation 44 of the SEBI LODR Regulations and the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its Members to cast their votes electronically. The Company

has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating e-voting. The Company has made necessary arrangements with Link Intime India Private Limited, Registrar and Share Transfer Agents (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice. The Members are requested to read the instructions in the Notes under the Section “General Information and Instructions relating to e-voting” in this Postal Ballot notice to cast their vote electronically. Members are requested to cast their vote through the e-voting process not later than 5:00 PM IST on Monday, June 19, 2023 to be eligible for being considered, failing which it will be strictly considered that no vote has been cast by the Member.

Upon completion of the e-voting process, the Scrutinizers will submit their report to the Chairman or any such person authorized by him and the results shall be announced on or before Wednesday, June 21, 2023 and shall be communicated to BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together the “Stock Exchanges”), National Securities Depository Limited (“NSDL”), Link Intime (India) Private Limited (“Registrar and Share Transfer Agent”) and will also be displayed on the Company's website: www.itnlindia.com.

SPECIAL BUSINESS:

Appointment of Dr. Rajeev Uberoi (DIN: 01731829) as an Independent Director of the Company.

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT, pursuant to Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules notified thereunder, (“the Act”), Regulations 16(1)(b), 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI LODR Regulations”), and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors (“the Board”), Dr. Rajeev Uberoi (DIN: 01731829), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment under the provisions of the Act and rules made thereunder and SEBI LODR Regulations, be appointed as an Independent Director not liable to retire by rotation, to hold office for a term of 2 years effective March 27, 2023.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary and to file requisite forms or applications with statutory / regulatory authorities, with power to alter and vary the terms and conditions of the said appointment and settle all questions, difficulties or doubts that may arise in this regard, as they may in

their sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any committee(s) / director(s) /officials of the Company to give effect to this resolution.”

By Order of the Board of Directors
For IL&FS Transportation Networks Limited
Sd/-
Krishna Ghag
Vice President & Company Secretary
Membership No: FCS 4489

Mumbai, May 12, 2023

Registered Office:

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

Website: www.itnlindia.com

Email: itninvestor@ilfsindia.com

NOTES:

- (1) The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) stating all material facts for the proposal set out in the Resolution annexed to this Notice.
- (2) The relevant details, pursuant to Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment is also annexed to this Notice.
- (3) The Postal Ballot Notice is being sent by electronic means to the Members of the Company whose names appear on the Register of Members/List of Beneficial Owners as on Friday, May 12, 2023 (“Cut-off Date”) as received from the Depositories.
- (4) In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA.
- (5) Members may please note that the Postal Ballot Notice will also be available on the Company’s website at: <https://www.itnlindia.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at: www.bseindia.com and www.nseindia.com respectively and on the website of Link Intime (India) Private Ltd. (“Registrar and Transfer Agents”) at: <http://www.linkintime.co.in/>.
- (6) Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agents, Link Intime India Private Limited, Unit–IL&FS Transportation Networks Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083; Tel. No.: +91- 22-49186270; Fax No.: +91-22-49186060; E-Mail: rnt.helpdesk@linkintime.co.in.
- (7) Resolution passed by the Members through postal ballot is deemed to have been passed as if they have been passed at a General Meeting of the Members.
- (8) Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity & preference share capital of the Company as on the Cut-Off Date.
- (9) The voting rights are one vote per Share, registered in the name of the Members. Voting rights shall be reckoned on the paid-up value of the Shares registered in the name of the Members as on Friday, May 12, 2023. A person who is not a Member on the relevant date should treat this notice for information purpose only.
- (10) In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by NSDL The instructions for e-voting are provided as part of this Postal Ballot Notice.
- (11) Members desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under Section “General Information and Instructions relating to e-voting” in this Postal Ballot Notice.
- (12) E-voting commences at 9:00 AM IST on Saturday, May 20, 2023 and ends at 5:00 PM IST on Monday, June 19, 2023. Members are requested to cast their vote through the e-voting process during the e-voting period but not later than 5:00 PM IST on Monday, June 19, 2023 to be eligible for being considered, failing which it will be strictly considered that no vote has been cast by the Members.
- (13) The Scrutinizer will submit his report to the Chairman after the completion of scrutiny and the result

of voting by postal ballot through the e-voting process will be announced by the Chairman or any such person authorized by him on or before Wednesday, June 21, 2023 and will also be displayed on the website of the Company (www.itnlindia.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

- (14) The resolution, if passed by the requisite majority, shall be deemed to have been passed on Monday, June 19, 2023 i.e. the last date specified for receipt of votes through the e-voting process.
- (15) All the material documents referred to in the Explanatory Statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to: itnlinvestor@ilfsindia.com.
- (16) *Important note for Members: SEBI has mandated the submission of PAN, KYC details and nomination details by holders of physical securities by September 30, 2023 and linking PAN with Aadhar by June 30, 2023 vide its Circulars dated November 3, 2021, December 14, 2021 and March 16, 2023. Shareholders are required to update their PAN, KYC and nomination details.*

Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

E-Voting Instructions for Equity and Preference Shareholders are as follows:

- i. Any person, who acquires shares of the Company and becomes a Member after sending the Notice and holding shares as of the Cut-off date, may obtain the login ID and password by sending a request at: evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- ii. A Member will be entitled to vote only through remote e-voting.
- iii. **How do I vote electronically using NSDL e Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility to be provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through

their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csamisheth@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Manager at: evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to : itninvestor@ilfsindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) itninvestor@ilfsindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) to resolution set out in th Postal Ballot Notice :

Pursuant to Section 161 of the Act, the Board of Directors, upon recommendation from the Nomination and Remuneration Committee appointed Dr. Rajeev Uberoi (DIN: 01731829) as an Additional Director in the capacity of an Independent Director of the Company effective March 27, 2023 for a term of 2 years. Dr. Uberoi a career Banker with more than 35 years of experience in both public & private sector and foreign banks has consented to be appointed as an Independent Director on the Board of the Company. He will be entitled to receive remuneration by way of sitting fees as may be approved from time to time by the Board of Directors including re-imbuement of expenses for participation in Board/Committee Meetings. The appointment including terms of appointment are subject to approval of Members being obtained by this Postal Ballot.

The Company has received:

- (i) consent in writing from Dr. Uberoi to act as a Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (‘Appointment Rules’),
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Dr. Uberoi to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI LODR Regulations.

A brief profile of Dr. Uberoi along with the details of directorships held in other companies and other details are given in the Annexure to this Notice.

In the opinion of the Board, Dr. Uberoi fulfills the conditions specified in the Companies Act, 2013 and the SEBI LODR Regulations for appointment as an Independent Director. A copy of the draft Letter of Appointment for Independent Directors, setting out the terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.itnlindia.com. Members seeking to inspect the same can send an email to: itninvestor@ilfsindia.com.

Except Dr. Uberoi, being the appointee or his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out in the Postal Ballot Notice.

The Board recommends the Special Resolution as set out in the Notice for approval of the Members.

Brief Profile of Dr. Rajeev Uberoi

Name	Dr. Rajeev Uberoi (DIN: 01731829)
Date of Birth	January 30, 1957
Date of Appointment	March 27, 2023
Qualifications	LL.B, M.A. (Economics), Ph.D. (Philosophy), MBA Ph.D. in Economics
Experience/Expertise in specific functional areas	Dr. Rajeev Uberoi is a career Banker with more than 35 years of experience in both public & private sector and foreign banks. He has served Reserve Bank of India in the area of Supervision and Regulations. He was also associated with Yes Bank as a Senior Group President–Governance & Controls after serving at senior positions of IDFC Bank Limited and its subsidiaries. As a Lawyer and a Banker, he has been instrumental in mergers and acquisitions of various banks. Dr. Uberoi is also a profound writer and has a lot of publications to his credit. He is a recipient of many accolades and awards and his contribution to the legal fraternity has been recognised in the Industry.
Relationships between directors inter se	None
Directorships in other Listed Companies	(i) Aurionpro Solutions Limited (ii) Shalimar Paints Limited (iii) Jindal Stainless Limited (iv) Jindal Stainless (Hisar) Limited
Membership of Committees in other Listed Companies (includes only Audit & Stakeholders' Relationship Committee)	(i) Shalimar Paints Limited – Member of Audit Committee (ii) Jindal Stainless (Hisar) Limited – Chairman of Audit Committee
Terms and conditions of appointment / re-appointment	Appointment as an Independent Director for a term of 2 years effective March 27, 2023 to March 26, 2025, not liable to retire by rotation.
No. of Shares held in the Company	Nil