

January 5, 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 Clause 35A of Equity Listing Agreement – 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, for (a) Appointment of Ms. Neeru Singh as an Independent Director of the Company, (b) Increase in borrowing powers of the Company and (c) Issue of Non-Convertible Debentures

Mr. S. Anantha Rama Subramanian, Practising Company Secretary, Scrutinizer appointed for conducting the Postal Ballot process have submitted his report dated January 5, 2015. A copy of the aforesaid report is enclosed for your records

In terms of Clause 35A of the Equity Listing Agreement, we give below the details of the resolution passed by the Shareholders through Postal Ballot:

Item No	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/Poll/Postal Ballot/E-voting)	Remarks
1.	Appointment of Ms. Neeru Singh as an Independent Director for a period of five years from November 11, 2014 to November 10, 2019	Ordinary Resolution	Postal Ballot / E-Voting	Passed with requisite majority
2.	Increase in borrowing limits of the Company from the existing limit of INR 6,000 Crores to INR 7,000 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013 and authorizing	Special Resolution	Postal Ballot / E-Voting	Passed with requisite majority

	the Board of Directors or its Committee to do all that is necessary in connection therewith			
3.	Issue of Non-Convertible Debentures in one or more tranches, aggregating to an amount not exceeding INR 5,000 Crores, on private placement basis pursuant to the provisions of Section 42, Section 71, Section 179 and other applicable provisions of the Companies Act, 2013 and Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable laws and authorizing the Board of Directors or its Committee to do all that is necessary in connection therewith	Special Resolution	Postal Ballot / E-Voting	Passed with requisite majority

Details of Postal ballot/E-voting are given below:

Resolution No. 1

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	174649776	174649776	100.00	174649776	0	100.00	0.00
Public – Institutional Holders	18407205	10885081	59.13	10885081	0	100.00	0.00
Public-Others	53663039	16726220	31.17	16716242	9978	99.94	0.06
Total	246720020	202261077	81.98	202251099	9978	100.00	0.00

Resolution No. 2

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	174649776	174649776	100.00	174649776	0	100.00	0.00
Public – Institutional Holders	18407205	10885081	59.13	10885081	0	100.00	0.00
Public-Others	53663039	16727786	31.17	16711836	15950	99.90	0.00
Total	246720020	202262643	81.98	202246693	15950	99.99	0.01

Resolution No. 3

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	174649776	174649776	100.00	174649776	0	100.00	0.00
Public – Institutional Holders	18407205	10885081	59.13	10885081	0	100.00	0.00
Public-Others	53663039	16693816	31.11	16670289	23527	99.86	0.14
Total	246720020	202228673	81.97	202205146	23527	99.99	0.01

Based on the outcome of the results of the postal ballot as above, the Chairman announced the resolutions as passed with the requisite majority on January 5, 2015

Thank you,

For IL&FS Transportation Networks Limited


Krishna Ghag
Vice President &
Company Secretary



S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO. COMPANY SECRETARIES

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To
The Chairman
IL&FS Transportation Networks Limited
The IL&FS Financial Centre, Plot No. C-22
G Block, Bandra Kurla Complex - Mumbai 400 051

Dear Sir,

**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 Resolutions (One Ordinary Resolution and Two Special Resolutions), as specified in the Postal Ballot Notice dated November 11, 2014 ("the said Notice") read with the Explanatory Statement attached thereto :

1. APPOINTMENT OF MS. NEERU SINGH AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), and the applicable provisions of the Listing Agreement, Ms. Neeru Singh (DIN: 06987939), who has been appointed as an Additional Director of the Company on November 11, 2014 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation from the date of declaration of the result of the postal ballot upto to November 10, 2019"

Further to the scrutiny of the votes casted vide Postal Ballot Forms and E-Votes, we hereby certify the following Results of Postal Ballot in connection with the Ordinary Resolution proposed under the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013, viz.:

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

Sr. No.	Particulars	No. of Postal Ballot Forms(310)/ E-Votes (371)*	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	586	20,22,51,099	99.971
B	Votes against the Resolution	73	9,978	0.005
C	Total valid votes (A+B)	659	20,22,61,077	99.976
D	Invalid Votes	16	48,597	0.024
	TOTAL (C+D)	675	20,23,09,674	100.000

*Note: Total folios participated in e-voting: 371 out of which 6 Folios abstained from e-voting for the Resolution No. 1

(Note: 5 folios holding an aggregate of 7,09,833 Equity Shares, voted through both Postal Ballot Forms and e-voting. Hence, votes cast through e-voting only are considered as per the Postal Ballot Notice dated 11th November, 2014)

The above-mentioned Ordinary Resolution has therefore been approved by the Shareholders with the requisite majority.

Ramkrishna





S. Anantha Rama Subramanian
BBA, LLB, FCS

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2. INCREASE IN BORROWING POWERS OF THE COMPANY.

“RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company on July 2, 2014, and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, Foreign Exchange Management Act, 1999 including Rules and Regulations framed thereunder, (including any statutory modification thereof and circulars, notifications, clarifications, rules passed thereunder from time to time) and subject to any other approval, if required, consent of the Members of the Company be and is hereby accorded to the Board of Directors or Committee thereof to borrow by way of loans/debentures /bonds/deposits or such securities/instruments (whether secured or unsecured) for the purpose of the business of the Company from the existing limit of Rs.6,000 Crores to Rs.7,000 Crores either in Indian Rupees or in Foreign Currency from time to time from any bank(s) or any financial institution(s) or any other institution(s), firm(s), body corporate(s) 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 power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interests of the Company, as it may deem fit”

Further to the scrutiny of the votes casted vide Postal Ballot 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, viz.:

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(310)/ E-Votes (371)*	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	599	20,22,46,693	99.969
B	Votes against the Resolution	64	15,950	0.008
C	Total valid votes (A+B)	663	20,22,62,643	99.977
D	Invalid Votes	16	47,306	0.023
	TOTAL (C+D)	679	20,23,09,949	100.000

*Total folios participated in e-voting: 371 out of which 2 Folios abstained from e-voting for the Resolution No. 2

(Note: 5 folios holding an aggregate of 7,09,833 Equity Shares, voted through both Postal Ballot Forms and e-voting. Hence, votes cast through e-voting only are considered as per the Postal Ballot Notice dated 11th November, 2014)

The above-mentioned Special Resolution has therefore been approved by the Shareholders with the requisite majority.





S. Anantha Rama Subramanian
BBA, LLB, FCS

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3. PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURES:

“RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company on July 2, 2014 and pursuant to the provisions of Sections 42, 71, 179 and all other applicable provisions, if any, of the Companies Act, 2013, proviso to Rule 14(2)(a) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules under the Companies Act, 2013, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, (“Debt Regulations”) (including statutory modification thereof and any circulars, notifications, clarifications, rules passed thereunder from time to time) and in accordance with the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, sanctions, permissions as may be necessary from all appropriate statutory and regulatory authorities, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions which may be agreed to by the Board and subject to the total borrowings of the Company not exceeding the borrowing powers approved by the Members under Section 180(1)(c) of Companies Act, 2013, the approval of the Members of the Company be and is hereby accorded to the Board of Directors to offer or invite subscription for secured/unsecured Non-Convertible Debentures including but not limited to subordinated Debentures, bond, and/or other debt securities, etc. (“NCDs”) (the “Issue”) to the prospective investor(s) on a private placement basis in one or more tranches for an aggregate amount not exceeding Rs.5,000 Crores, within the overall borrowing limits of the Company, as may be approved by the Members from time to time

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized on behalf of the Company to do such acts, deeds and things as they may in their absolute discretion deem necessary or desirable in connection with such Issue or any matters incidental thereto including but not limited to the class of investors to whom NCDs are to be issued, the determination of the face value, issue price, issue size, timing, amount, security, coupon / interest rate(s), yield, utilization of issue proceeds, listing, allotment and other terms and conditions of Issue; and to deal with all such matters, settle all questions, difficulties or doubts that may arise in regard to the issue or allotment of such Debentures, and take all such steps as may be necessary and to sign / execute, any deeds / documents / agreements / undertakings / papers / writings etc. as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolutions

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to sub-delegate all or any of the above authorizations in favour of a Committee of the Board of Directors subject to such conditions as it may deem fit”

Further to the scrutiny of the votes casted vide Postal Ballot 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 42, 71, 179 and all other applicable provisions, if any, of the Companies Act, 2013, viz.:

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S. Anantha Rama Subramanian
BBA, LLB, FCS

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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(310)/ E-Votes (371)	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	595	20,22,05,146	99.948
B	Votes against the Resolution	68	23,527	0.012
C	Total valid votes (A+B)	663	20,22,28,673	99.960
D	Invalid Votes	18	81,394	0.040
	TOTAL (C+D)	681	20,23,10,067	100.00

(Note: 5 folios holding an aggregate of 7,09,833 Equity Shares, voted through both Postal Ballot Forms and e-voting. Hence, votes cast through e-voting only are considered as per the Postal Ballot Notice dated 11th November, 2014)

The above-mentioned Special Resolution has therefore been approved by the Shareholders with the requisite majority.

For S. Anantha & Co.
Company Secretaries

S. Anantha Rama Subramanian
Proprietor



Place: Mumbai
Date: 05th January, 2015