

December 13, 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
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 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, for (a) Increasing the Authorized Share Capital of the Company (b) Amending the Articles of Association of the Company.

Mr. M. M. Sheth, Practising Company Secretary, Scrutinizer appointed for conducting the Postal Ballot process have submitted his report dated December 13, 2013. The copy of the aforesaid report is enclosed for your record.

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.	Ordinary Resolution for increasing the Authorized Share Capital of the Company - and amending Clause V of the Memorandum of Association of the company.	Ordinary Resolution	Postal Ballot / E-Voting	Passed with requisite majority
2.	Amendment of the Article No 4.1(b) of the Articles of Association of the Company	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	140763003	140763003	100	140763003	0	100	0
Public – Institutional holders	11733085	4812441	41.02	4812441	0	100	0
Public-Others	41771644	2157440	5.16	2146236	11204	99.48	0.52
Total	194267732	147732884	76.05	147721680	11204	99.99	0.01

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	140763003	140763003	100	140763003	0	100	0
Public – Institutional holders	11733085	4040361	34.44	4040361	0	100	0
Public-Others	41771644	2154359	5.16	2142064	12295	99.43	0.57
Total	194267732	146957723	75.65	146945428	12295	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 December 13, 2013

Thank you,

For IL&FS Transportation Networks Limited


Krishna Ghag
Vice President &
Company Secretary

M. M. SHETH
Proprietor

SCRUTINIZERS' REPORT

The Chairman
IL&FS Transportation Networks Limited,
The IL&FS Financial Centre, Plot No. C-22,G Block,
Bandra Kurla Complex, Bandra (E), Mumbai-400051

Dear Sir,

The Board of Directors of IL&FS Transportation Networks Limited ("the Company") at its Meeting held on 8th November, 2013 has appointed me as a Scrutinizer for conducting the postal ballot voting process.

I submit my report as under:

1. Physical mode:

The Company has completed on 12th November, 2013 the dispatch of postal ballot forms alongwith postage prepaid business reply envelope to its 42,056 members whose names appeared on the register of members / list of beneficiaries as on 1st November, 2013.

E-voting Mode:

In terms of clause 35B of equity listing agreement entered into by the Company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited, the Company has provided electronic voting facility as an alternative to the shareholders and has engaged National Securities Depository Limited ("NSDL") to provide e-voting facilities which was optional. Email communication in respect of e-voting for postal ballot of the Company has been sent to 25776 equity shareholders as on 12th November, 2013.



Certified to be True
IL&FS Transportation Networks Limited

Krishna Ghag
Vice President
& Company Secretary

2. The particulars of the postal ballot forms received from the members have been entered in a register separately maintained for the purpose.
- a) The postal ballot forms were kept under my safe custody in sealed and tamperproof ballot boxes before commencing the scrutiny of such postal ballot forms.
- b) The ballot boxes were opened on 12th December, 2013 after 5.30 pm in my presence.
- c) The postal ballot forms were scrutinized and shareholding was confirmed with list of beneficiaries/ register of members as on 1st November, 2013.
- d) Physical:
All postal ballot forms received upto the close of working hours on 12th December, 2013, the last date and time fixed by the Company for receipt of forms, were considered for my scrutiny.
- E-voting:
E-voting module was disabled by NSDL on close of working hours on 12th December, 2013. I generated report of shareholders voting through e-voting option after close of working hours on 12th December, 2013.
- e) Envelopes containing Postal Ballot forms received after 12th December, 2013 were not considered for my scrutiny.
- f) Envelopes containing Postal Ballot forms returned undelivered aggregated to 839 vide Sr. No. 001 to 839. These envelopes were also not opened and they are separately kept.
- g) I did not find any defaced or mutilated ballot paper.



3. A)

Summary of postal ballot forms received for Resolution No. 1 is given below:

Item no. 1 of Postal Ballot form

Ordinary Resolution for Increase in Authorized Share Capital of the Company

Particulars	No of members voted			No. of shares held			%
	Physical postal ballot forms	E-voting	Total	Physical postal ballot forms	E-voting	Total	
a) Total postal ballot forms/votes received:	719	128	847	146843274	967223	147810497	76.09
b) Less:							
i) invalid postal ballot forms/votes	78	0	78	74541	0	74541	0.04
ii) Not voted for resolution	17	0	17	3072	0	3072	0.00
Total (b) = i + ii	95	0	95	77613	0	77613	0.04
c) Net valid postal ballot forms /votes (as per Register)	624	128	752	146765661	967223	147732884	76.05
d) Postal ballot forms/ votes with assent for the Resolution*	594	117	711	146759990	961690	147721680	76.04
e) Postal ballot forms/ votes with dissent for the Resolution @	30	11	41	5671	5533	11204	0.01

total equity paid up capital of the Company is 19,42,67,732 equity shares of Rs. 10/- each

* votes cast in favour of Ordinary Resolution No. 1 as % of total valid votes= 99.99%

@ votes cast against Ordinary Resolution No. 1 as % of total valid votes= 0.01%



3.B)

Summary of postal ballot forms received for Resolution No. 2 is given below:

Item no. 2 of Postal Ballot form

Special Resolution for Alteration of Articles of Association of the Company

Particulars	No of members voted			No. of shares held			% of total equity paid up capital #
	Physical postal ballot forms	E-voting	Total	Physical postal ballot forms	E-voting	Total	
a) Total postal ballot forms/votes received:	719	126	845	146843306	195365	147038671	75.69
b) Less:							
i) invalid postal ballot forms/votes	78	0	78	74541	0	74541	0.04
ii) Not voted for resolution	46	0	46	6407	0	6407	0.00
Total (b) = i + ii	124	0	124	80948	0	80948	0.04
c) Net valid postal ballot forms /votes (as per Register)	595	126	721	146762358	195365	146957723	75.65
d) Postal ballot forms/ votes with assent for the Resolution*	564	112	676	146756275	189153	146945428	75.64
e) Postal ballot forms/ votes with dissent for the Resolution @	31	14	45	6083	6212	12295	0.01

total equity paid up capital of the Company is 19,42,67,732 equity shares of Rs. 10/- each

* votes cast in favour of Special Resolution No. 2 as % of total valid votes= 99.99%

@ votes cast against Special Resolution No. 2 as % of total valid votes= 0.01%



M. M. SHETH & Co.
Company Secretaries

4. I have handed over postal ballot forms and other related papers/ registers and records for safe custody to Mr. Krishna Ghag, Vice President and Company Secretary, authorized by the Board to supervise the postal ballot process.
5. You may accordingly declare the result of the voting by postal ballot.

Thanking you,

FOR M M SHETH & CO.





(M M SHETH)

Prop. FCS-1455
CP-729.

Place: Mumbai

Date: 13th December, 2013