

September 18, 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.: Scrutinizer's Report on 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 Issue of Non-Convertible Redeemable Preference Shares aggregating to a nominal amount not exceeding ₹ 1,000 Crores

Mr. M. M. Sheth, Practising Company Secretary, who was appointed as Scrutinizer for conducting the Postal Ballot process had submitted his report dated September 17, 2013 (copy enclosed), which is summarized below:

Particulars	No. of Postal Ballot Forms	No. of Equity Shares (Votes)	% of votes received #
Total Postal Ballot Forms/ Votes received	573	147,755,853	76.06
Less: Number of invalid Postal Ballot Forms/ Votes received	57	42,459	0.02
Net valid Postal Ballot Forms/ Votes received	516	147,713,394	76.04
Total Postal Ballot Forms / Votes with assent for the Special Resolution*	469	146,191,114	75.26
Total Postal Ballot Forms / Votes with dissent for the Special Resolution@	47	1,522,253	0.78

Total equity paid up capital of the Company is 194267732 of ₹ 10/- each

* (votes cast in favour of the Special Resolution as % of total valid votes = **98.97%**)

@ (votes cast against the Special Resolution as % of total valid votes = **1.03%**)

Based on the outcome of the result of the Postal Ballot as above, the Chairman announced the Special Resolution as passed with the requisite majority on September 18, 2013

For IL&FS Transportation Networks Limited



Krishna Ghag
Vice President &
Company Secretary

Encl: As above

M. M. SHETH & Co.

Company Secretaries

209, Aqua Corp., Churchgate Chambers, 5 New Marine Lines, Mumbai -400 020. TEL: 2262 4560 22906123 E-mail: shethmm.cs@yahoo.co.in

M. M. SHETH
Proprietor

SCRUTINIZERS' REPORT

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

Dear Sir,

The Board of Directors of M/s. IL&FS Transportation Networks Limited ("the Company") at its meeting held on 8th August, 2013 has appointed me as a Scrutinizer for conducting the postal ballot voting process for passing of special resolution u/s 80, 81, 81(1A) of the Companies Act, 1956 for issue of Non-Convertible Redeemable Preference Shares.

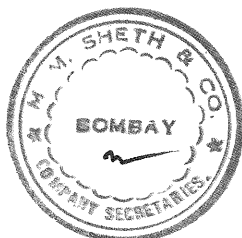
I submit my report as under:

1. A) Physical mode:

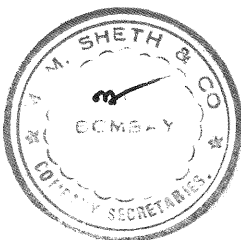
The Company has completed on 16th August, 2013 the dispatch of postal ballot forms alongwith postage prepaid business reply envelope to all its members aggregating to 41,497, whose names appeared on the register of members / list of beneficiaries as on 8th August, 2013.

B) 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") for providing e-voting platform. E-voting was optional. Email communication in respect of e-voting for postal ballot of the Company has been sent to 25,042 equity shareholders on 16th August, 2013.



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 17th September, 2013 in my presence.
- c) The postal ballot forms were scrutinized and shareholding was confirmed with list of beneficiaries/ register of members as on 8th August, 2013.
- d) A) Physical:
All postal ballot forms received upto the close of working hours on 16th September, 2013, the last date and time fixed by the Company for receipt of forms, were considered for my scrutiny.
- B) E-voting:
E-voting module was disabled by NSDL on close of working hours on 16th September, 2013. I generated report of shareholders voting through e-voting option after close of working hours on 16th September, 2013.
- e) Envelopes containing Postal Ballot forms received after 16th September, 2013 were not considered for my scrutiny.
- f) Envelopes containing Postal Ballot forms returned undelivered aggregated to 566 vide Sr. No. 001 to 566. 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 is given below:

Particulars	No of members voted			No. of equity shares			%
	Physical postal ballot forms	E-voting	Total	Physical postal ballot forms	E-voting	Total	
a) Total postal ballot forms/votes received:	434	139	573	145277926	2477927	147755853	76.06
b) Less: invalid postal ballot forms/votes (as per Register)	56	1	57	42259	200	42459	0.02
c) Net valid postal ballot forms /votes (as per Register)	378	138	516	145235667	2477727	147713394	76.04
d) Postal ballot forms/ votes with assent for the Resolution*	352	117	469	143866749	2324365	146191114	75.26
e) Postal ballot forms/ votes with dissent for the Resolution@	26	21	47	1368896	153357	1522253	0.78

total equity paid up capital of the Company is 194267732 Equity shares of Rs.10/- each

* (votes cast in favour of special resolution as% of total valid votes =98.97%)

@ (votes cast against special resolution as% of total valid votes =1.03%)

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,

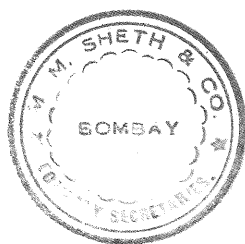
FOR M M SHETH & CO.,



(M M SHETH)

Prop.

ECR-1455
CP-729



Place: Mumbai

Date: 17th September, 2013