

| Transportation

IL&FS Transportation Networks Limited

Regd. Off.: The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra Kurla Complex, Mumbai 400 051

Notice of Postal Ballot

Dear Shareholders,

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 (the 'Act'), read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011, as amended from time to time (the "Postal Ballot Rules"), for seeking the approval of the Shareholders of the Company for issue of Non-Convertible Redeemable Preference Shares aggregating to a nominal amount not exceeding ₹ 1,000 Crores, by passing the following resolution as a Special Resolution by way of Postal Ballot

The Resolution and the Explanatory Statement setting out the material facts and the reasons thereof is being sent to you alongwith the Postal Ballot Form for your consideration

The Company has, in compliance with Rule 6 of the Postal Ballot Rules, appointed Mr. M. M. Sheth, Practising Company Secretary, as a Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner

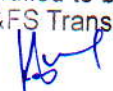
In accordance with Clause 35B of the Equity Listing Agreement entered into by the Company with Bombay Stock Exchange Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on which the equity shares of the Company are listed, and the provisions of Section 192A of the Act read with the Postal Ballot Rules, the Company is pleased to provide electronic voting ("e-voting") facility as an alternative to its Shareholders to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged National Securities Depositories Limited ("NSDL") to provide e-voting facilities to the Shareholders of the Company. It may be noted that e-voting is optional. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility and also sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer

The e-voting facility is available at the link: <https://www.evoting.nsdl.com/> till 5.30 p.m. on September 16, 2013. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out

Shareholders opting to vote through physical mode i.e. sending the Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed and signed in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 5.30 p.m. on Monday, September 16, 2013. The postage will be borne and paid for by the Company

The Scrutinizer will submit his report to the Chairman of the Company, or in his absence to any other Director authorized by the Chairman, after completion of the scrutiny. The results of the Postal Ballot will be announced on September 18, 2013 and will be subsequently published in atleast one English and one Marathi newspaper circulating in Mumbai. The result of the Postal Ballot will also be displayed at the Registered Office of the Company and on the website of the Company (www.itnlindia.com), besides being communicated to NSE and BSE. The date of declaration of the result of the Postal Ballot shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority

Certified to be True
IL&FS Transportation Networks Limited


Krishna Ghag
Vice President
& Company Secretary

Special Business:

Issue of Preference Shares

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 80, 81, 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 including any amendment/ modification to or re-enactment thereof (the 'Act') and subject to all other applicable rules, regulations, guidelines, notification and circulars prescribed by the Securities and Exchange Board of India ('SEBI') and Article 8 of the Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the shares 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 or may hereinafter be constituted and/or any Director(s) of the Company, delegated with the powers necessary for the purpose, including the powers conferred by this Resolution), the consent and approval of the Shareholders 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, 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 by such person or persons, as the Board 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:

- 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. The Preference Shares shall rank for dividend in priority to the equity shares for the time being of the Company
- c. The Preference Shares shall in winding up be entitled to rank, 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 persons holding the Preference Shares shall be in accordance with the provisions of Section 87 of the Act
- e. The Company shall not create and / or issue further preference shares ranking in priority to the said Preference Shares and in the event of the Company creating and / or issuing further Preference Shares the same shall rank pari passu with the aforesaid Preference Shares

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 the proposed issue, offer and allotment of the said Preference Shares at any stage, including utilisation of the issue proceeds

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or executive(s)/officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effect to the aforesaid resolution”

By Order of the Board
For IL&FS Transportation Networks Limited

Krishna Ghag
Vice President &
Company Secretary

August 8, 2013

Registered Office:
The IL&FS Financial Centre,
Plot No. C-22, G-Block, Bandra – Kurla Complex,
Bandra (East), Mumbai 400051

Explanatory Statement and reason for proposing the resolution as stated in the Notice

In order to generate long term resources for implementing future growth plans, it is proposed to issue Non-Convertible Redeemable Preference Shares of the Company (the “Preference Shares”) for any one or more of the following purposes: (i) augmenting long term finance for funding growth and capital expenditure (ii) pre-payment/ repayment of debt (iii) funding capital requirements of subsidiaries/ associate companies/ joint ventures (iv) working capital requirements and (v) general corporate purposes

The Board of Directors believe that Preference Shares would help in optimizing capital structure of the Company including the debt : equity ratio

The detailed terms and conditions including denomination, price, dividend, redemption period, etc., will be decided by the Board with regard to the prevailing market conditions and applicable regulations, at the time of the issue

The Board of Directors of your Company recommends the Special Resolution set out in the notice for approval of the Shareholders. None of the Directors of the Company is in any way, concerned with or interested in this Resolution except to the extent of the number of Preference Shares to be offered to the Companies / Bodies Corporate in which they are Directors / Shareholders

By Order of the Board
For IL&FS Transportation Networks Limited

Krishna Ghag
Vice President &
Company Secretary

August 8, 2013

Registered Office:
The IL&FS Financial Centre,
Plot No. C-22, G-Block, Bandra – Kurla Complex,
Bandra (East), Mumbai 400051

NOTES:

1. The Explanatory Statement with reasons for proposing the Special Resolution as stated in the notice is annexed hereto
2. The Notice of the Postal Ballot has been posted to the registered address of all the Shareholders whose names appear in the Register of Members / Beneficial Owners as per the details furnished by the Depositories as on August 8, 2013. The Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode have also been sent the Notice of Postal Ballot by e-mail. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the Shareholders as on August 8, 2013
3. Shareholders can also download the Postal Ballot Form from the link www.evoting.nsdl.com or www.itnlindia.com or seek duplicate Postal Ballot Form from M/s. Link Intime (India) Private Limited, Registrar & Transfer Agents, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078
4. The voting period ends at 5.30 p.m. on Monday, September 16, 2013. The e-voting module shall also be disabled by NSDL for voting thereafter
5. All the material documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Shareholders at the Registered Office of the Company during office hours on all working days between 11.00 a.m. and 4.00 p.m. up to the last date for receipt of the postal ballot specified in the accompanying Notice

Instruction for e-voting

(a) In case of Shareholders' receiving e-mail from R&T Agents

- (i) Open e-mail and open PDF file viz; "ITNL Info e-Voting.pdf" with your Client ID or Folio Number as Password. The said PDF file contains your User ID and Password for e-voting. Please note that the password is an initial password
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles
- (vii) Select "EVEN" (E-Voting Event Number) of IL&FS Transportation Networks Limited
- (viii) Now you are ready for e-Voting as Cast Vote page opens
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: shethmm_cs@yahoo.co.in, with a copy marked to evoting@nsdl.co.in

(b) In case of Shareholders' receiving Postal Ballot Form by Post and desiring to cast e-vote:

- (i) Initial password is provided at the bottom of the Postal Ballot Form
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of (a) above, to cast vote
- (c) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote
- (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)

IL&FS Transportation Networks Limited

Registered Office: IL&FS Financial Centre, Plot No. 22, 'G' Block, Bandra Kurla Complex, Mumbai - 400 051, INDIA

POSTAL BALLOT FORM

to be returned to Scrutinizer appointed by the Company

Serial No. _____

Name & Registered Address of the sole/first named Shareholder

Name(s) of the Joint holder(s), if any

Registered form No. of Form

Client ID No.

Applicable to Shareholders holding shares in dematerialised form

Number of shares held

I hereby exercise my vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the Postal Ballot Notice dated April 18, 2013 as follows:

Special Resolution by placing the tick (✓) mark at the appropriate box below

Item No.	Description	I/we assent to / We dissent to the resolution	
		For	(Against)
1	Special Resolution for issue of Non-Convertible Redeemable Preference Shares aggregating to a nominal amount of Rs. 80,81,81,61A of the Companies Act, 1956		

Signature of Shareholder

ELECTRONIC VOTING PARTICULARS

Evening (E-Voting Event Number)

use in

password

Kindly read the instructions printed overleaf before exercising the vote through this form on e-voting. Last date for receipt of Postal Ballot form by Scrutinizer, Monday, September 16, 2013 upto 5.30 p.m.

Certified to be True

IL&FS Transportation Networks Limited

Prishna Ghag

Vice President

Company Secretary

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. M. M. Sheth, Practising Company Secretary in the enclosed self addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted
2. The self addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Board
3. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 5.30 p.m. on Monday, September 16, 2013. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Shareholder has not been received
5. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint Shareholder(s)
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter
7. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., close of working hours i.e. 5.30 p.m. on Monday, September 16, 2013
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on cut off date i.e. August 8, 2013
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer
10. A Shareholder need not use all the votes nor does he need to cast all the votes in the same way
11. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding
12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected
13. The result of the Postal Ballot will also be posted on the website of the Company www.itnlindia.com and also in the newspaper(s) for the information of the Shareholders
14. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice