

May 15, 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

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: Adoption of Code of Conduct in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015

Dear Sirs,

Kindly note that the Board of Directors of the Company at their Meeting held today, have adopted a Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information in terms of Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code is enclosed herewith for your records


The Board has also formulated and adopted a Code of Conduct in terms of Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015

This is for your information and records

Thank you

Yours faithfully,

For IL&FS Transportation Networks Limited


Krishna Ghag
Vice President &
Company Secretary

SCHEDULE A

[See sub-regulation (1) of regulation 8]

Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

1. The Company shall promptly disclose to the public all Unpublished Price Sensitive Information (“UPSI”) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available
2. The Company shall follow uniform and universal dissemination of UPSI to avoid selective disclosure
3. The Compliance Officer of the Company shall act as a Chief Investor Relations Officer to deal with the dissemination of information and disclosure of UPSI
4. The Company shall ensure prompt disclosure of UPSI, in the event of any UPSI getting disclosed selectively, inadvertently or otherwise to make such information generally available by publishing the same on its website www.itnlindia.com
5. The Company shall make appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities
6. The Company shall ensure that information shared with analysts and research personnel is not UPSI
7. The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made
8. The Company shall handle all UPSI on a need-to-know basis

The Code shall be effective May 15, 2015

