

October 4, 2016

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.: Postal Ballot Result

We wish to inform you that the approval of the Shareholders was sought for:

1. Increase in borrowing limits of the Company from the existing limit of ₹ 11,000 Crore to ₹ 16,000 Crore pursuant to Section 180(1) (c) of the Companies Act, 2013 and authorising the Board of Directors or Committee thereof to do all that is necessary in connection therewith by way of Special Resolution and,
2. Approving the remuneration payable to M/s. Chivilakar Solanki & Associates, Cost Auditors for the financial year ended March 31, 2016 by way of Ordinary Resolution

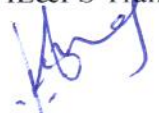
Mr. S. Anantha Rama Subramanian, Practicing Company Secretary, Scrutinizer appointed for conducting the Postal Ballot process have submitted his report dated October 4, 2016, a copy of which is enclosed

In terms of Regulation 44(3) of the Listing Obligations & Disclosure Requirements 2015, the voting result is also annexed

Based on the outcome of the results of the postal ballot as above, the Chairman announced the resolution as passed today with the requisite majority

Thank you,

For IL&FS Transportation Networks Limited


Krishna Ghag
Vice President &
Company Secretary

Annexure I

Date of the AGM/EGM (<i>The resolution was passed through postal ballot including e-voting</i>)	The date of passing resolutions is October 4, 2016 i.e. date of the declaration of the postal ballot result
Total number of shareholders on record date (i.e. cut-off date in case of postal ballot)	56,905
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Not Applicable

Resolution Required : (Special)			1 - Increase in borrowing powers of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	240849000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		240849000	100.0000	240849000	0	100.0000	0.0000
	Total		240849000	100.0000	240849000	0	100.0000	0.0000
Public Institutions	E-Voting	23289370	15547840	66.7594	15547840	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15547840	66.7594	15547840	0	100.0000	0.0000
Public Non Institutions	E-Voting	64821657	1524942	2.3525	1496962	27980	98.1652	1.8348
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		1706763	2.6330	1706763	0	100.0000	0.0000
	Total		3231705	4.9855	3203725	27980	99.1342	0.8658
Total		328960027	259628545	78.9240	259600565	27980	99.9892	0.0108

Resolution Required : Ordinary			2. Remuneration payable to Cost Auditors for the financial year ended March 31, 2016					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	240849000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		240849000	100.0000	240849000	0	100.0000	0.0000
	Total		240849000	100.0000	240849000	0	100.0000	0.0000
Public Institutions	E-Voting	23289370	15547840	66.7594	15547840	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15547840	66.7594	15547840	0	0.0067	0.0000
Public Non Institutions	E-Voting	64821657	1524337	2.3516	1510321	14016	99.0805	0.9195
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		1706763	2.6330	1706763	0	100.0000	0.0000
	Total		3231100	4.9846	3217084	14016	99.5662	0.4338
Total		328960027	259627940	78.9239	259613924	14016	99.9946	0.0054

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S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES

C-316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai 400080
Tel : (+91 22) 2591 3041 / 3051
Cell : +91 98 33 77 00 11
Website : www.aishcon.co
income108@yahoo.co.in/admin@aishcon.co

Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies
(Management and Administration) Rules, 2014]

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

Dear Sir,

**Sub: Result of the Postal Ballot conducted to obtain the approval of Shareholders of IL&FS
Transportation Networks Ltd. (the 'Company')**

I, S. Anantha Rama Subramanian of M/s. S. Anantha & Co., Practising Company Secretary (FCS: 4443; CP: 1925), Mumbai, appointed as the Scrutinizer for conducting the Postal Ballot as per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 on the resolutions as mentioned in the notice of postal ballot dated 31st August, 2016 submit my report as under:

- a. The dispatch of Notice dated 31st August, 2016, was completed on 03rd September, 2016.
- b. The e-voting period commenced on Sunday, 04th September, 2016 (09.00 a.m. IST) and ended on Monday, 03rd October, 2016 (05.00 p.m. IST).
- c. The last date of receipt of Postal Ballot Form was Monday, 03rd October, 2016 (05.00 p.m. IST).
- d. The Shareholders holding the shares as on the "cut-off" date i.e., Friday, August 26, 2016 were entitled to vote on the proposed resolution.
- e. 18 Postal Ballot Forms were received and 344 shareholders cast the vote on e-voting platform.



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- f. The Postal Ballot Form were scrutinized and the signatures of Members who had cast their votes were verified with their specimen signatures registered with Link Intime India Private Limited (RTA) as provided by the depositories.
- g. There were no instances of voting by both the modes by the same shareholder(s) viz., by way of e-voting and also through physical postal ballot form.
- h. At the end of voting period on Monday, 03rd October, 2016, (05.00 p.m. IST), I collected from the office of the RTA all the Postal Ballot Forms received from the Shareholders.
- i. The Report of the Postal Ballot was duly compiled and accordingly the result of Postal Ballot which includes e-voting is as under:

1) Increase in borrowing powers of the Company:

“RESOLVED THAT in supersession of the resolution dated December 23, 2015, passed by the Members of the Company 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 approvals, if required, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any duly authorised Committee of Directors constituted or may hereinafter be constituted) to borrow by way of loans/debentures/bonds/deposits or such securities/instruments (whether secured or unsecured, rated or unrated, listed or unlisted) (either through private placement and / or through public offer) for the purpose of the business of the Company upto a limit of Rs.16,000 Crore in place of the existing limit of Rs.11,000 Crore either in Indian Rupees and/or in Foreign Currency from time to time from any bank(s) or any financial institution(s) and/or any other institution(s), firm(s), body/bodies corporate and/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 share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose

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 the 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 said Ballot forms and e-Votes, I hereby certify the following Result of Postal Ballot in connection with the Special Resolution proposed under Section 180 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013:

[Handwritten Signature]

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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 (18) / e-Votes (344)*	No of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	313	25,96,00,565	99.99
B	Votes against the Resolution	45	27,980	0.01
C	Total Valid Votes (A + B)	358	25,96,28,545	100.00
D	Invalid votes (signatures not tallied and / or Vote not casted)	-	-	-
	Total (C + D)	358	25,96,28,545	-

* 4 Shareholders holding 4,140 Equity Shares did not participate in the above resolution.

2. Remuneration payable to Cost Auditors for the financial year ended March 31, 2016:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, (including any statutory modifications(s) / re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Chivilkar Solanki & Associates, Cost Accountants (Firm Registration No.:000468), Cost Auditors appointed in place of Mr. Dattatraya Chivilkar to conduct the audit of the cost records of the Company for the financial year ended March 31, 2016, as recommended by the Audit Committee and approved by the Board of Directors of the Company, amounting to Rs.2,00,000/- (Rupees Two Lakhs) plus service tax as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby approved”

Further to the scrutiny of the said Ballot forms and e-Votes, I hereby certify the following Result of Postal Ballot in connection with the Ordinary Resolution proposed under Section 148 and all other applicable provisions, if any, of the Companies Act, 2013:

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

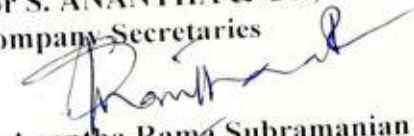
Sr. No.	Particulars	No. of Postal Ballot Forms (18) / e-Votes (344)*	No of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	324	25,96,13,924	99.99
B	Votes against the Resolution	33	14,016	0.01
C	Total Valid Votes (A + B)	357	25,96,27,940	100.00
D	Invalid votes (signatures not tallied and / or Vote not casted)	-	-	-
	Total (C + D)	357	25,96,27,940	-

* 5 Shareholders holding 4,745 Equity Shares did not participate in the above resolution.

Place: Mumbai
Date: 04th October, 2016



For S. ANANTHA & Co.,
Company Secretaries


S. Anantha Rama Subramanian
Proprietor
C.P. No.: 1925