

General information about company	
Scrip code	533177
NSE Symbol	IL&FSTRANS
MSEI Symbol	NOTLISTED
ISIN	INE975G01012
Name of the entity	IL&FS Transportation Networks Limited
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Textual Information(1)

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes provided
1	Mr	Vineet Nayyar	AAKPN0358C	00018243	Non-Executive - Nominee Director	Not Applicable		30-11-1938	No		25-10-2018				2	1	1	1	
2	Mr	Nand Kishore	AGPPK9019E	08267502	Non-Executive - Nominee Director	Not Applicable		08-07-1958	NA		15-11-2018				2	0	4	4	
3	Mr	Chandra Shekhar Rajan	ABDPR9295G	00126063	Non-Executive - Nominee Director	Chairperson		03-12-1955	NA		25-10-2018				3	0	6	1	
4	Mr	Bijay Kumar	ADBPK2886Q	07262627	Non-Executive - Nominee Director	Not Applicable		12-08-1958	NA		21-05-2019				2	0	0	1	

Text Block

Textual Information(1)

Regarding Regulation 17(1A) of the Listing Regulations:

1. As you would be aware and previously informed, pursuant to the proceedings filed by the Union of India under Sections 241 and 242 of the Companies Act, 2013, the National Company Law Tribunal, Mumbai bench ("NCLT"), by way of an order dated October 1, 2018, suspended the erstwhile board of directors of Infrastructure Leasing and Financial Services Limited ("IL&FS") and re-constituted the same with persons proposed by the Union of India (such reconstituted board, referred to as the "New Board"), with additional directors being appointed subsequently pursuant to the orders of the NCLT.

2. Also, the NCLT vide its order dated April 26, 2019 has granted exemption from appointing Independent and Women Directors on the Board of IL&FS and its group companies.

Thus, in view of the above, Regulation 17(1A) is not applicable to the Company.

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory	Textual Information(1)
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Annexure 1 Text Block

Textual Information(1)

The NCLT based on a petition by Infrastructure Leasing & Financial Services Limited (IL&FS) vide its Order dated April 26, 2019, granted its exemption to IL&FS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of IL&FS and its group companies.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00126063	Chandra Shekhar Rajan	Non-Executive - Nominee Director	Member	25-10-2018		
2	00018243	Vineet Nayyar	Non-Executive - Nominee Director	Member	25-10-2018		
3	08267502	Nand Kishore	Non-Executive - Nominee Director	Chairperson	15-11-2018		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00126063	Chandra Shekhar Rajan	Non-Executive - Nominee Director	Chairperson	25-10-2018		
2	00018243	Vineet Nayyar	Non-Executive - Nominee Director	Member	25-10-2018		
3	08267502	Nand Kishore	Non-Executive - Nominee Director	Member	15-11-2018		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00126063	Chandra Shekhar Rajan	Non-Executive - Nominee Director	Member	25-10-2018		
2	00018243	Vineet Nayyar	Non-Executive - Nominee Director	Chairperson	25-10-2018		
3	08267502	Nand Kishore	Non-Executive - Nominee Director	Member	15-11-2018		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00126063	Chandra Shekhar Rajan	Non-Executive - Nominee Director	Member	25-10-2018		
2	00018243	Vineet Nayyar	Non-Executive - Nominee Director	Chairperson	25-10-2018		
3	08267502	Nand Kishore	Non-Executive - Nominee Director	Member	15-11-2018		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							Textual Information(1)
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	30-10-2019				Yes	4	0
2	28-11-2019		28		Yes	4	0
3		28-01-2020	60		Yes	4	0
4		24-03-2020	55		Yes	4	0

Text Block

Textual Information(1)

The NCLT based on a petition by Infrastructure Leasing & Financial Services Limited (IL&FS) vide its Order dated April 26, 2019, granted its exemption to IL&FS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of IL&FS and its group companies.

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								Textual Information(1)
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	13-11-2019				Yes	3	0
2	Audit Committee	28-11-2019	14			Yes	3	0
3	Audit Committee	23-12-2019	24			Yes	3	0
4	Audit Committee	09-01-2020	16			Yes	3	0
5	Audit Committee	28-01-2020	18			Yes	3	0
6	Audit Committee	24-03-2020	55			Yes	3	0

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Corporate Social Responsibility Committee	28-11-2019				Yes	3	0
8	Stakeholders Relationship Committee	28-11-2019				Yes	3	0
9	Nomination and remuneration committee	28-01-2020	60			Yes	3	0

Text Block

Textual Information(1)

The NCLT based on a petition by Infrastructure Leasing & Financial Services Limited (IL&FS) vide its Order dated April 26, 2019, granted its exemption to IL&FS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of IL&FS and its group companies.

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	No
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Krishna Ghag
2	Designation	Company Secretary

Text Block

Textual Information(1)

The NCLT based on a petition by Infrastructure Leasing & Financial Services Limited (IL&FS) vide its Order dated April 26, 2019, granted its exemption to IL&FS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of IL&FS and its group companies.

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is ❖No❖ details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.itnlindia.com/business.aspx
2	Terms and conditions of appointment of independent directors	Yes		http://www.itnlindia.com/application/web_directory/Company%20Policies/Letter%20of%20Appointment_Independent%20Director.pdf
3	Composition of various committees of board of directors	Yes		http://www.itnlindia.com/invrelation.aspx?page_ID=32&Sec_ID=5
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.itnlindia.com/application/web_directory/Company%20Policies/code_conduct.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.itnlindia.com/application/web_directory/Company%20Policies/Whistle%20Blower%20Policy.pdf
6	Criteria of making payments to non-executive directors	Yes		http://www.itnlindia.com/application/web_directory/Company%20Policies/Managerial%20Remuneration%20Policy.pdf
7	Policy on dealing with related party transactions	Yes		http://www.itnlindia.com/application/web_directory/Company%20Policies/2019/RPT%20Policy%20(Amended).pdf
8	Policy for determining ❖material❖ subsidiaries	Yes		http://www.itnlindia.com/application/web_directory/Company%20Policies/Material%20Subsidiaries%20Policy.pdf
9	Details of familiarization programmes imparted to independent directors	No	The NCLT based on a petition by Infrastructure Leasing & Financial Services Limited (IL&FS) vide its Order dated April 26, 2019, granted its exemption to IL&FS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of IL&FS and its group companies.	

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.itnlindia.com/invrelation.aspx?page_ID=32&Sec_ID=5
11	email address for grievance redressal and other relevant details	Yes		http://www.itnlindia.com/invrelation.aspx?page_ID=32&Sec_ID=5
12	Financial results	No	The communication for nonsubmission of Results for the respective quarters has been submitted to the Stock Exchanges from time to time	
13	Shareholding pattern	Yes		http://www.itnlindia.com/application/web_directory/Shareholding%20Pattern/2020/Shareholding%20Pattern%202019.pdf
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	No	The communication for nonsubmission of Results for the respective quarters has been submitted to the Stock Exchanges from time to time	
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	No	The communication for nonsubmission of Results for the respective quarters has been submitted to the Stock Exchanges from time to time	
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://www.itnlindia.com/invrelation.aspx?page_ID=24&Sec_ID=5
21	Materiality Policy as per Regulation 30	Yes		http://www.itnlindia.com/application/web_directory/Company%20Policies/2015/Dec2015/Policy%20for%20Determination%20of%20Materiality

22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		http://www.itnlindia.com/application/web_directory/Company%20Policies/2017/Dividend%20Distribution%20Policy.pdf
23	It is certified that these contents on the website of the listed entity are correct	Yes		http://www.itnlindia.com/invrelation.aspx?page_ID=24&Sec_ID=5
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

Text Block

Textual Information(1)

The NCLT based on a petition by Infrastructure Leasing & Financial Services Limited (IL&FS) vide its Order dated April 26, 2019, granted its exemption to IL&FS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of IL&FS and its group companies.

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of independence and/or eligibility	16(1)(b) & 25(6)	No	The NCLT based on a petition by Infrastructure Leasing & Financial Services Limited (IL&FS) vide its Order dated April 26, 2019, granted its exemption to IL&FS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of IL&FS and its group companies.
2	Board composition	17(1), 17(1A) & 17(1B)	No	The NCLT based on a petition by Infrastructure Leasing & Financial Services Limited (IL&FS) vide its Order dated April 26, 2019, granted its exemption to IL&FS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of IL&FS and its group companies.
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	NA	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	No	The financials have not been adopted by the Company since the quarter ended September 2018 till date. The stock exchanges have been intimated of the reasons from time to time. In view thereof, the placing of compliance certificate was not complied with.

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	No	The NCLT based on a petition by Infrastructure Leasing & Financial Services Limited (IL&FS) vide its Order dated April 26, 2019, granted its exemption to IL&FS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of IL&FS and its group companies.
13	Recommendation of Board	17(11)	NA	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	No	The NCLT based on a petition by Infrastructure Leasing & Financial Services Limited (IL&FS) vide its Order dated April 26, 2019, granted its exemption to IL&FS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of IL&FS and its group companies.
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	No	The NCLT based on a petition by Infrastructure Leasing & Financial Services Limited (IL&FS) vide its Order dated April 26, 2019, granted its exemption to IL&FS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of IL&FS and its group companies.
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	No	Since the Company has not appointed Independent Director, to that extent the quorum mentioned in the regulation is not complied with. However, the Company has been exempted from appointment of Independent & Women Director by the NCLT vide its Order dated April 26, 2019
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	No	The NCLT based on a petition by Infrastructure Leasing & Financial Services Limited (IL&FS) vide its Order dated April 26, 2019, granted its exemption to IL&FS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of IL&FS and its group companies.

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2), (3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1), (1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	No	The financials have not been adopted by the Company since the quarter ended September 2018 till date. The stock exchanges have been intimated of the reasons from time to time. In view the non-submission of the financial results for the respective quarters, this requirement could not be complied with.
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	No	The NCLT based on a petition by Infrastructure Leasing & Financial Services Limited (IL&FS) vide its Order dated April 26, 2019, granted its exemption to IL&FS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of IL&FS and its group companies.
34	Meeting of independent directors	25(3) & (4)	No	The NCLT based on a petition by Infrastructure Leasing & Financial Services Limited (IL&FS) vide its Order dated April 26, 2019, granted its exemption to IL&FS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of IL&FS and its group companies.
35	Familiarization of independent directors	25(7)	No	The NCLT based on a petition by Infrastructure Leasing & Financial Services Limited (IL&FS) vide its Order dated April 26, 2019, granted its exemption to IL&FS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of IL&FS and its group companies.
36	Declaration from Independent Director	25(8) & (9)	No	The NCLT based on a petition by Infrastructure Leasing & Financial Services Limited (IL&FS) vide its Order dated April 26, 2019, granted its exemption to IL&FS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of IL&FS and its group companies.
37	D & O Insurance for Independent Directors	25(10)	No	The NCLT based on a petition by Infrastructure Leasing & Financial Services Limited (IL&FS) vide its Order dated April 26, 2019, granted its exemption to IL&FS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of IL&FS and its group companies.
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided		Textual Information(1)	

Text Block

Textual Information(1)

The NCLT based on a petition by Infrastructure Leasing & Financial Services Limited (IL&FS) vide its Order dated April 26, 2019, granted its exemption to IL&FS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of IL&FS and its group companies.

Annexure II

1	Name of signatory	Krishna Ghag
2	Designation	Company Secretary

Annexure II

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

1	Name of signatory	Krishna Ghag
2	Designation	Company Secretary

Signatory Details	
Name of signatory	Krishna Ghag
Designation of person	Company Secretary
Place	Mumbai
Date	24-04-2020

