

January 15, 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

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: Submission of Corporate Governance Report for Quarter October to December 2015

In terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed the Corporate Governance Report for the quarter October to December 2015

This is for your information and record

Thank you

Yours faithfully,
IL&FS Transportation Networks Limited


Krishna Ghag
Vice President &
Company Secretary

Encl: As above

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : **IL&FS TRANSPORTATION NETWORKS LIMITED**

2. Quarter ending: **December 31, 2015**

I. Composition of Board of Directors:

Title (Mr./Ms)	Name of the Director	PAN\$	DIN	Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee) &	Date of Appointment in the current term /cessation on	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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)
MR.	ARUN KUMAR SAHA	00002377	AAIPS3352F	NON-EXECUTIVE	06/01/2001	-	2	6	2
MR.	HARI SANKARAN	00002386	AGOPS2721C	NON-EXECUTIVE	29/11/2000	-	1	1	-
MR.	RAVI PARTHASARATHY	00002392	AAKPP8872B	NON-EXECUTIVE	08/06/2006	-	2	-	-
MR.	DEEPAK SATWALEKAR	00009627	ABDPS4899K	NON-EXECUTIVE - INDEPENDENT	21/08/2014	5	4	1	1
MR.	VIBHAV KAPOOR	00027271	AALPK7034M	NON-EXECUTIVE	30/06/2009	-	2	-	-



MR.	K RAMCHAND	00051769	AAAPR4142A	MANAGING DIRECTOR	13/08/2008	-	3	2	1
MR.	MUKUND SAPRE	00051841	AAFPS8980G	EXECUTIVE DIRECTOR	-13/08/2008	-	1	2	-
MR.	R C SINHA	00051909	AABPS0276P	NON-EXECUTIVE – INDEPENDENT	21/08/2014	5	1	-	1
MR.	PRADEEP PURI	00051987	AAAPP2182Q	NON-EXECUTIVE	06/01/2001		1	3	1
MR.	H P JAMDAR	00062081	ADQPJ4146F	NON-EXECUTIVE - INDEPENDENT	21/08/2014	5	2	1	-
MR.	DEEPAK DASGUPTA	00457925	ABDPG4178P	NON-EXECUTIVE – CHAIRMAN	21/08/2014	5	1	5	1
MRS.	NEERU SINGH	06987939	ANBPS6996H	NON-EXECUTIVE - INDEPENDENT	05/01/2015	5	1	-	-

\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee, if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period



II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §
1. Audit Committee	Mr. R. C. Sinha	Chairperson - Non-Executive - Independent
	Mr. Deepak Dasgupta	Non-Executive - Independent
	Mr. H. P. Jamdar	Non-Executive - Independent
	Mr. Arun K Saha	Non-Executive
2. Nomination & Remuneration Committee	Mr. Deepak Satwalekar	Chairperson - Non-Executive - Independent
	Mr. R. C. Sinha	Non-Executive - Independent
	Mr. Ravi Parthasarathy	Non-Executive
	Mr. Hari Sankaran	Non-Executive
3. Risk Management Committee (if applicable)	Not Applicable	-
4. Stakeholders Relationship Committee	Mr. Arun K Saha	Chairperson - Non-Executive
	Mr. K. Ramchand	Executive Director
§ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen		



III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
<i>August 26, 2015</i>	<i>November 6, 2015</i>	<i>72 days</i>

IV. Meeting of Committees

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	November 5, 2015	Yes – All Members present	August 10, 2015	87 days

This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
<p>Note</p> <ol style="list-style-type: none"> In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated If status is “No” details of non-compliance may be given here 	
<p>VI. Affirmations</p> <ol style="list-style-type: none"> The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - <i>Yes</i> The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 - <i>Yes</i> <ol style="list-style-type: none"> Audit Committee Nomination & remuneration committee Stakeholders relationship committee Risk management committee (applicable to the top 100 listed entities) – <i>Not applicable</i> The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - <i>Yes</i> 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 – <i>Yes</i> 	



5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: *Since this is the First Report, the same will be placed at the next board meeting*

For IL&FS Transportation Networks Limited


Krishna Ghag
Vice President &
Company Secretary



Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given