

Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS



PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

Date: 17/01/2018

Ref : 371:CAP-AUDIT:ITNL:2017-18:0196

The Board of Directors,
IL & FS TRANSPORTATION NETWORKS LIMITED.
The IL & FS Financial Centre,
Plot C-22, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051

Dear Sirs,

Sub: RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

Ref: (1) ISIN: INE975G01012 (EQUITY SHARES)

(2) CIN- L45203MH2000PLC129790 Nominal Capital: Rs.1500 CRORES

=====

We have examined the Register of Members, beneficiary details furnished by the Depositories and other records/ documents maintained by **M/s. IL & FS TRANSPORTATION NETWORKS LIMITED** (hereinafter referred to as "the Company") and its Registrars & Share Transfer Agents **M/s. Link Intime India Pvt. Ltd.** (hereinafter referred to as the "RTA") for issuing this certificate, in accordance with the circular D&CC/FITTC/CIR-16/2002 dated December 31, 2002 and CIR/MRD/DP/30/2010 dated September 6, 2010 issued by the Securities and Exchange Board of India & Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996.

We enclose herewith the above referred Reconciliation of Share Capital Audit Report for quarter ended 31.12.2017, prepared on the basis of our opinion and to the best of our information and according to the explanations given to us and further based on such verification as considered necessary of the documents produced before us.

Thanking you,

Yours faithfully

For **JAYSHREE DAGLI & ASSOCIATES**
COMPANY SECRETARIES

Jayshree S. Joshi

JAYSHREE S. JOSHI
F.C.S. 1451, C.P.487

Encl: as above.

Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS



PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

=====

1. For Quarter Ended : 31st December, 2017
2. ISIN : INE975G01012
3. Face Value : Rs.10/- (Equity Shares)
4. Name of the Company : IL & FS TRANSPORTATION NETWORKS LIMITED
5. Registered Office Address : The IL & FS Financial Centre,
Plot C-22, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051.
6. Correspondence Address : Same as above.
7. Telephone & Fax Nos. : Tel: 26533333 & Fax: 26523979
8. Email Address : itnlinvestor@iflfsindia.com
9. Name of the Stock Exchanges where the Company's Securities are Listed : National Stock Exchange of India Limited
BSE Limited

	No. of Equity Shares	% of Total Issued Capital
10. Issued Capital :	328960027	100.000
11. Listed Capital (Exchange wise as per Company records) Stock Exchange as mentioned under Col. No.9 :	328960027	100.000
12. Held in Dematerialised form in CDSL :	20513584	6.236
13. Held in Dematerialised form in NSDL :	308440391	93.762
14. Physical :	6052	0.002
15. Total No. of Shares (12+13+14) :	328960027	100.000
16. Reasons for difference if any Between (10 & 11), (10 & 15),(11 & 15) :	Not Applicable	



Contd...2

**JAYSHREE DAGLI & ASSOCIATES**

COMPANY SECRETARIES

:: 2 ::

17. Certifying the details of changes in Share Capital during the quarter under consideration as per Table below :

Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify)	N.A.
Number of Shares	N.A.
Applied/Not Applied for Listing	N.A.
Listed on Stock Exchange (Specify Names)	N.A.
Whether Intimated to CDSL	N.A.
Whether Intimated to NSDL	N.A.
In-prn. Approval pending for SE (Specify Names)	N.A.

18. Register of Members is updated : YES
(Yes/No) If not, updated upto which date.

19. Reference of previous quarter with regards to excess dematerialised shares, if any. : N.A.

20. Has the Company resolved the matter mentioned in point no.19 above in the current quarter? if not, reason why. : N.A.

21. Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

(21 Days are interpreted as per Regulation 55A of the Securities and Exchange Board of India (Depositories and Participants)(Second Amendment) Regulations 2003 inserted vide Notification dated 02.09.2003 issued by SEBI.)

Total No. of Demat Requests	No. of requests	No. of shares	Reason for Delay
Confirmed after 21 days	NIL	NIL	N.A.
Pending for more than 21 days	NIL	NIL	N.A.



Contd...3

Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS



PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

:: 3 ::

22. Name, Telephone & Fax No. of the Compliance Officer of the Company : Mr. KRISHNA GHAG
Vice President & Company Secretary
Tel:2653 3333 Fax:2652 3979
23. Name, Address, Tel. & Fax No. Regn. No. of the Auditor : JAYSHREE S. JOSHI
F.C.S.1451 C.P.487
JAYSHREE DAGLI & ASSOCIATES
Company Secretaries
Off.No.5, 1st Flr, Rajabahadur Comp,
Bldg. No.5, 43,Tamarind Lane,
Mumbai - 400 023.
Tel: 22622342
24. Appointment of Common Agency for Share Registry work (If yes (name & Address)) : LINK INTIME INDIA PVT. LTD.
C 101, 247 Park, L.B.S. Marg,
Vikhroli (West),
Mumbai - 400083.
25. Any other details that the auditor may like to provide (e.g. BIFR Company, delisting from SE, Company Changed its name etc.) : NOT APPLICABLE

For **JAYSHREE DAGLI & ASSOCIATES**
COMPANY SECRETARIES

JAYSHREE S. JOSHI
F.C.S. 1451, C.P.487

Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS



PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

Date: 17/01/2018

Ref : 371:CAP-AUDIT:ITNL:2017-18:0197

The Board of Directors,
IL & FS TRANSPORTATION NETWORKS LIMITED.
The IL & FS Financial Centre,
Plot C-22, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051.

Dear Sir,

Sub: RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

Ref: (1) ISIN: INE975G04024

**[10.50% CUMULATIVE NON- CONVERTIBLE COMPULSORILY REDEEMABLE
(CNCR) PREFERENCE SHARES of Rs.10/- each]**

(2) CIN- L45203MH2000PLC129790 Nominal Capital: Rs.1500 CRORES

=====

We have examined the Register of Members, beneficiary details furnished by the Depositories and other records/ documents maintained by **M/s. IL & FS TRANSPORTATION NETWORKS LIMITED** (hereinafter referred to as "the Company") and its Registrars & Share Transfer Agents **M/s. Link Intime India Pvt. Ltd.** (hereinafter referred to as the "RTA") for issuing this certificate, in accordance with the circular D&CC/FITTC/CIR-16/2002 dated December 31, 2002 and CIR/MRD/DP/30/2010 dated September 6, 2010 issued by the Securities and Exchange Board of India & Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996.

We enclose herewith the above referred Reconciliation of Share Capital Audit Report for quarter ended 31.12.2017 prepared on the basis of our opinion and to the best of our information and according to the explanations given to us and further based on such verification as considered necessary of the documents produced before us.

Thanking you,

Yours faithfully

For **JAYSHREE DAGLI & ASSOCIATES**
COMPANY SECRETARIES

Jayshree S. Joshi

JAYSHREE S. JOSHI
F.C.S. 1451, C.P.487

Encl: as above.



JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

=====

1. For Quarter Ended : 31st December, 2017
2. ISIN : INE975G04024
3. Face Value : Rs.10/- (10.50% CNCR PREF. SHARES)
4. Name of the Company : IL & FS TRANSPORTATION NETWORKS LIMITED
5. Registered Office Address : The IL & FS Financial Centre,
Plot C-22, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051.
6. Correspondence Address : Same as above.
7. Telephone & Fax Nos. : Tel: 26533333 & Fax:26523979
8. Email Address : itninvestor@ilfsindia.com
9. Name of the Stock Exchanges where the Company's Securities are Listed : BSE Limited

	No. of CNCR Pref. Shares	% of Total Issued Capital
10. Issued Capital	19200000	100.00
11. Listed Capital (Exchange wise as per Company records) Stock Exchange as mentioned under Col. No.9	19200000	100.00
12. Held in Dematerialised form in CDSL	5421754	28.24
13. Held in Dematerialised form in NSDL	13778246	71.76
14. Physical	NIL	N.A.
15. Total No. of Shares (12+13+14)	19200000	100.00
16. Reasons for difference if any between (10 & 11), (10 & 15), (11 & 15)	NOT APPLICABLE	

Contd...2



Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS



PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

:: 2 ::

17. Certifying the details of changes in Share Capital during the quarter under consideration as per Table below :

Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify)	N.A.
Number of Shares	N.A.
Applied/Not Applied for Listing	N.A.
Listed on Stock Exchange (Specify Names)	N.A.
Whether Intimated to CDSL	N.A.
Whether Intimated to NSDL	N.A.
In-prn. Approval pending for SE (Specify Names)	N.A.

18. Register of Members is updated : YES
(Yes/No) If not, updated upto
which date.

19. Reference of previous quarter : N.A.
with regards to excess
dematerialised shares, if any.

20. Has the Company resolved the : N.A.
matter mentioned in point no.19
above in the current quarter?
if not, reason why.

21. Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

(21 Days are interpreted as per Regulation 55A of the Securities and Exchange Board of India (Depositories and Participants)(Second Amendment) Regulations 2003 inserted vide Notification dated 02.09.2003 issued by SEBI.)

Total No. of Demat Requests	No. of requests	No. of shares	Reason for Delay
Confirmed after 21 days	NIL	NIL	N.A
Pending for more than 21 days	NIL	NIL	N.A



Contd...3

Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS



PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

:: 3 ::

22. Name, Telephone & Fax No. of the Compliance Officer of the Company : Mr. KRISHNA GHAG
Vice President & Company Secretary
Tel:2653 3333 Fax:2652 3979
23. Name, Address, Tel. & Fax No. Regn. No. of the Auditor : JAYSHREE S. JOSHI
F.C.S.1451 C.P.487
JAYSHREE DAGLI & ASSOCIATES
Company Secretaries
Off.No.5, 1st Flr, Rajabhadur Comp,
Bldg. No.5, 43,Tamarind Lane,
Mumbai - 400 023.
Tel: 22622342
24. Appointment of Common Agency for Share Registry work (If yes (name & Address)) : LINK INTIME INDIA PVT. LTD.
C 101, 247 Park, L.B.S. Marg,
Vikhroli (West),
Mumbai - 400083.
25. Any other details that the auditor may like to provide (e.g. BIFR Company, delisting from SE, Company Changed its name etc.) : NOT APPLICABLE

For **JAYSHREE DAGLI & ASSOCIATES**
COMPANY SECRETARIES

Jayshree S. Joshi

JAYSHREE S. JOSHI
F.C.S. 1451, C.P.487