

August 26, 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

**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,

**Sub.: Disclosure of Voting Results of the 15<sup>th</sup> Annual General Meeting of the Members of the Company held on Wednesday, August 26, 2015**

In accordance with Clause 35A of the Equity Listing Agreement, given below are the voting results of the 15<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company as per the format prescribed:

Sr. No.	Description	Particulars		
1.	Date of AGM	August 26, 2015		
2.	Book Closure Date	August 19, 2015 to August, 26, 2015 (both days inclusive)		
3.	Cut-off date for e-voting	August 19, 2015		
4.	Total number of Shareholders on Record Date	48,344		
5.	No. of shareholders present in the meeting either in person or through proxy:			
	<b>Category of Shareholder</b>	<b>Present in person</b>	<b>Proxy</b>	<b>Total</b>
a)	Promoters and Promoter Group	2	-	2
b)	Public	75	24	99
	<b>Total</b>	<b>77</b>	<b>24</b>	<b>101</b>
6.	No. of shareholders attended the meeting through video conferencing: <b>None</b>			

**Agenda-wise item as per AGM Notice:**

IL&FS Transportation Networks Limited

IL&FS Financial Centre, T +91 22 2653 3333  
 Plot C-22, G Block, F +91 22 2652 3979  
 Bandra Kurla Complex, W www.itnlindia.com  
 Mumbai 400 051 CINL45203MH2000PLC129790  
 INDIA

**Ordinary Business:**

Item No.	Details of Agenda	Resolution required (Ordinary / Special)	Mode of Voting	Remarks
1.	Adoption of (a) Audited Financial Statement, Reports of the Board of Directors and Auditors and (b) Consolidated Financial Statements for the year ended March 31, 2015	Ordinary	e-Voting and Ballot	The resolution was passed with requisite majority
2.	Confirmation of the payment of interim dividend as Final dividend on Preference Shares	Ordinary	e-Voting and Ballot	The resolution was passed with requisite majority
3.	Declaration of dividend on Equity Shares	Ordinary	e-Voting and Ballot	The resolution was passed with requisite majority
4.	Re-appointment of Mr. Vibhav Kapoor, (DIN 00027271) who retires by rotation	Ordinary	e-Voting and Ballot	The resolution was passed with requisite majority
5.	Re-appointment of Mr. Pradeep Puri, (DIN 00051987) who retires by rotation	Ordinary	e-Voting and Ballot	The resolution was passed with requisite majority
6.	Ratification of the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai, Registration Number 117366W/W100018, as the Statutory Auditors of the Company for the Financial Year 2015-16, to enable them to continue as the Statutory Auditors of the Company till the conclusion of the Annual General Meeting to be held in FY 2016-17 and authorise the Board of Directors to determine their remuneration	Ordinary	e-Voting and Ballot	The resolution was passed with requisite majority

**Special Business:**

Sr. No.	Details of Agenda	Resolution required (Ordinary / Special)	Mode of Voting	Remarks
7.	Payment of Commission to Non-Executive Directors	Ordinary	e-Voting and Ballot	The resolution was passed with requisite majority
8.	Approval of Cost Auditor's remuneration for FY 2014-15	Ordinary	e-Voting and Ballot	The resolution was passed with requisite majority

Sr. No.	Details of Agenda	Resolution required (Ordinary / Special)	Mode of Voting	Remarks
9.	Approval of Cost Auditor's remuneration for FY 2015-16	Ordinary	e-Voting and Ballot	The resolution was passed with requisite majority
10.	Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013	Special	e-Voting and Ballot	The resolution was passed with requisite majority
11.	Issue of further securities by the Company	Special	e-Voting and Ballot	The resolution was passed with requisite majority
12.	Approval of existing material related party transactions in terms of para 4.2 of SEBI Circular CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014	Special	e-Voting and Ballot	The resolution was passed with requisite majority
13.	Approval for entering into transactions / contracts / arrangements with related parties as stated in the Notice of AGM at Item No. 13	Special	e-Voting and Ballot	The resolution was passed with requisite majority

The voting details of each resolution as per the prescribed format and the Scrutinizer's Report received from Mrs. Jayshree S Joshi, Practicing Company Secretary on the e-voting and physical ballot conducted at the Meeting are annexed herewith

This disclosure may also be considered as compliance of Clause 31 (d) of the Equity Listing Agreement

Kindly take the same on record

Thank you,

Yours faithfully  
For IL&FS Transportation Networks Limited

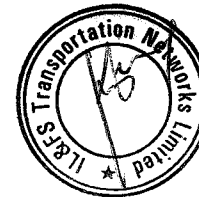
  
Krishna Ghag  
Vice President & Company Secretary

Encl.: Voting results of resolutions

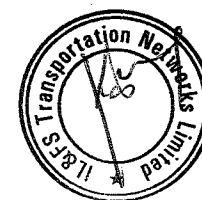
IL & FS Transportation Networks Limited							
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Resolution No:1 Consider and adopt the (a) Audited Financial Statement, Reports of the Board of Directors and Auditors and (b) Consolidated Financial Statement</b>							
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	174649776	171450000	98.1679	171450000	0	100.0000	0.0000
Public Institutional Holders	25839831	17450772	67.5344	17450772	0	100.0000	0.0000
Public-Others	46230413	140596	0.3041	139810	786	99.4410	0.5590
<b>Total(A)</b>	<b>246720020</b>	<b>189041368</b>	<b>76.6218</b>	<b>189040582</b>	<b>786</b>	<b>99.9996</b>	<b>0.0004</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	174649776	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25839831	500000	1.9350	500000	0	100.0000	0.0000
Public-Others	46230413	13694177	29.6216	13694177	0	100.0000	0.0000
<b>Total(B)</b>	<b>246720020</b>	<b>14194177</b>	<b>5.7532</b>	<b>14194177</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Result (A+B)</b>	<b>246720020</b>	<b>203235545</b>	<b>82.3750</b>	<b>203234759</b>	<b>786</b>	<b>99.9996</b>	<b>0.0004</b>



IL & FS Transportation Networks Limited							
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Resolution No:2 Confirm the Payment of Interim Dividend as Final Dividend on Preference Shares</b>							
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	174649776	171450000	98.1679	171450000	0	100.0000	0.0000
Public Institutional Holders	25839831	17450772	67.5344	17450772	0	100.0000	0.0000
Public-Others	46230413	140896	0.3048	138018	2878	97.9574	2.0426
<b>Total(A)</b>	<b>246720020</b>	<b>189041668</b>	<b>76.6219</b>	<b>189038790</b>	<b>2878</b>	<b>99.9985</b>	<b>0.0015</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	174649776	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25839831	500000	1.9350	500000	0	100.0000	0.0000
Public-Others	46230413	13694177	29.6216	13694177	0	100.0000	0.0000
<b>Total(B)</b>	<b>246720020</b>	<b>14194177</b>	<b>5.7532</b>	<b>14194177</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Result (A+B)</b>	<b>246720020</b>	<b>203235845</b>	<b>82.3751</b>	<b>203232967</b>	<b>2878</b>	<b>99.9986</b>	<b>0.0014</b>



IL & FS Transportation Networks Limited							
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Resolution No:3 Declaration of Dividend on Equity Shares</b>							
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	174649776	171450000	98.1679	171450000	0	100.0000	0.0000
Public Institutional Holders	25839831	17450772	67.5344	17450772	0	100.0000	0.0000
Public-Others	46230413	140596	0.3041	139968	628	99.5533	0.4467
<b>Total(A)</b>	<b>246720020</b>	<b>189041368</b>	<b>76.6218</b>	<b>189040740</b>	<b>628</b>	<b>99.9997</b>	<b>0.0003</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	174649776	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25839831	500000	1.9350	500000	0	100.0000	0.0000
Public-Others	46230413	13694177	29.6216	13694177	0	100.0000	0.0000
<b>Total(B)</b>	<b>246720020</b>	<b>14194177</b>	<b>5.7532</b>	<b>14194177</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Result (A+B)</b>	<b>246720020</b>	<b>203235545</b>	<b>82.3750</b>	<b>203234917</b>	<b>628</b>	<b>99.9997</b>	<b>0.0003</b>

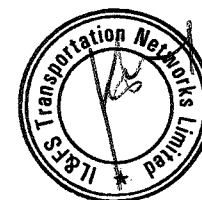


## IL & FS Transportation Networks Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Resolution No:4 Re-appointment of Mr. Vibhav Kapoor (DIN 00027271) who retires by rotation</b>							
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	174649776	171450000	98.1679	171450000	0	100.0000	0.0000
Public Institutional Holders	25839831	17450772	67.5344	15135710	2315062	86.7338	13.2662
Public-Others	46230413	139949	0.3027	117676	22273	84.0849	15.9151
<b>Total(A)</b>	<b>246720020</b>	<b>189040721</b>	<b>76.6216</b>	<b>186703386</b>	<b>2337335</b>	<b>98.7636</b>	<b>1.2364</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	174649776	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25839831	500000	1.9350	500000	0	100.0000	0.0000
Public-Others	46230413	13694177	29.6216	13694177	0	100.0000	0.0000
<b>Total(B)</b>	<b>246720020</b>	<b>14194177</b>	<b>5.7532</b>	<b>14194177</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Result (A+B)</b>	<b>246720020</b>	<b>203234898</b>	<b>82.3748</b>	<b>200897563</b>	<b>2337335</b>	<b>98.8499</b>	<b>1.1501</b>

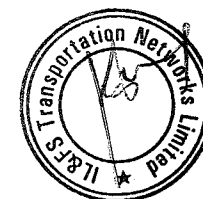


<b>IL &amp; FS Transportation Networks Limited</b>							
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Resolution No:5 Re-appointment of Mr. Pradeep Puri (DIN 00051987) who retires by rotation</b>							
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	174649776	171450000	98.1679	171450000	0	100.0000	0.0000
Public Institutional Holders	25839831	17450772	67.5344	17450772	0	100.0000	0.0000
Public-Others	46230413	140575	0.3041	139396	1179	99.1613	0.8387
<b>Total(A)</b>	<b>246720020</b>	<b>189041347</b>	<b>76.6218</b>	<b>189040168</b>	<b>1179</b>	<b>99.9994</b>	<b>0.0006</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	174649776	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25839831	500000	1.9350	500000	0	100.0000	0.0000
Public-Others	46230413	13694177	29.6216	13694177	0	100.0000	0.0000
<b>Total(B)</b>	<b>246720020</b>	<b>14194177</b>	<b>5.7532</b>	<b>14194177</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Result (A+B)</b>	<b>246720020</b>	<b>203235524</b>	<b>82.3750</b>	<b>203234345</b>	<b>1179</b>	<b>99.9994</b>	<b>0.0006</b>

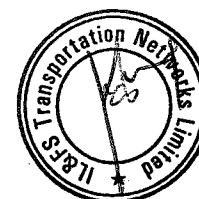




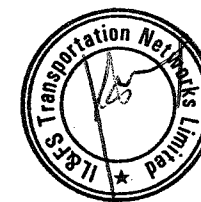
<b>IL &amp; FS Transportation Networks Limited</b>							
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Resolution No:6 Ratify the appointment of Deloitte Haskins &amp; Sells LLP, as Statutory Auditors for FY 2015-16 and to fix their remuneration</b>							
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	174649776	171450000	98.1679	171450000	0	100.0000	0.0000
Public Institutional Holders	25839831	17450772	67.5344	17450772	0	100.0000	0.0000
Public-Others	46230413	140675	0.3043	139710	965	99.3140	0.6860
<b>Total(A)</b>	<b>246720020</b>	<b>189041447</b>	<b>76.6219</b>	<b>189040482</b>	<b>965</b>	<b>99.9995</b>	<b>0.0005</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	174649776	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25839831	500000	1.9350	500000	0	100.0000	0.0000
Public-Others	46230413	13694177	29.6216	13694177	0	100.0000	0.0000
<b>Total(B)</b>	<b>246720020</b>	<b>14194177</b>	<b>5.7532</b>	<b>14194177</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Result (A+B)</b>	<b>246720020</b>	<b>203235624</b>	<b>82.3751</b>	<b>203234659</b>	<b>965</b>	<b>99.9995</b>	<b>0.0005</b>



IL & FS Transportation Networks Limited							
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Resolution No:7 Payment of Commission to Non-Executive Directors</b>							
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	174649776	171450000	98.1679	171450000	0	100.0000	0.0000
Public Institutional Holders	25839831	17450772	67.5344	17450772	0	100.0000	0.0000
Public-Others	46230413	139965	0.3028	134761	5204	96.2819	3.7181
<b>Total(A)</b>	<b>246720020</b>	<b>189040737</b>	<b>76.6216</b>	<b>189035533</b>	<b>5204</b>	<b>99.9972</b>	<b>0.0028</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	174649776	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25839831	500000	1.9350	500000	0	100.0000	0.0000
Public-Others	46230413	13694177	29.6216	13694177	0	100.0000	0.0000
<b>Total(B)</b>	<b>246720020</b>	<b>14194177</b>	<b>5.7532</b>	<b>14194177</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Result (A+B)</b>	<b>246720020</b>	<b>203234914</b>	<b>82.3748</b>	<b>203229710</b>	<b>5204</b>	<b>99.9974</b>	<b>0.0026</b>

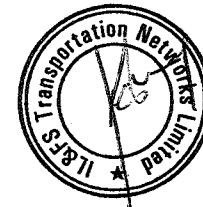


IL & FS Transportation Networks Limited							
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Resolution No:8 Approval of Cost Auditor's Remuneration for FY 2014-15</b>							
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	174649776	171450000	98.1679	171450000	0	100.0000	0.0000
Public Institutional Holders	25839831	17450772	67.5344	17450772	0	100.0000	0.0000
Public-Others	46230413	139475	0.3017	138592	883	99.3669	0.6331
<b>Total(A)</b>	<b>246720020</b>	<b>189040247</b>	<b>76.6214</b>	<b>189039364</b>	<b>883</b>	<b>99.9995</b>	<b>0.0005</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	174649776	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25839831	500000	1.9350	500000	0	100.0000	0.0000
Public-Others	46230413	13694177	29.6216	13694177	0	100.0000	0.0000
<b>Total(B)</b>	<b>246720020</b>	<b>14194177</b>	<b>5.7532</b>	<b>14194177</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Result (A+B)</b>	<b>246720020</b>	<b>203234424</b>	<b>82.3746</b>	<b>203233541</b>	<b>883</b>	<b>99.9996</b>	<b>0.0004</b>



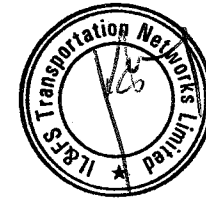
## IL & FS Transportation Networks Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Resolution No:9 Approval of Cost Auditor's Remuneration for FY 2015-16</b>							
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	174649776	171450000	98.1679	171450000	0	100.0000	0.0000
Public Institutional Holders	25839831	17450772	67.5344	17450772	0	100.0000	0.0000
Public-Others	46230413	140650	0.3042	139817	833	99.4077	0.5923
<b>Total(A)</b>	<b>246720020</b>	<b>189041422</b>	<b>76.6218</b>	<b>189040589</b>	<b>833</b>	<b>99.9996</b>	<b>0.0004</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	174649776	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25839831	500000	1.9350	500000	0	100.0000	0.0000
Public-Others	46230413	13694177	29.6216	13694177	0	100.0000	0.0000
<b>Total(B)</b>	<b>246720020</b>	<b>14194177</b>	<b>5.7532</b>	<b>14194177</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Result (A+B)</b>	<b>246720020</b>	<b>203235599</b>	<b>82.3750</b>	<b>203234766</b>	<b>833</b>	<b>99.9996</b>	<b>0.0004</b>

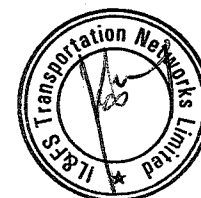


## IL & FS Transportation Networks Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Resolution No:10 Adoption of new set of Articles of Association of the Company</b>							
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	174649776	171450000	98.1679	171450000	0	100.0000	0.0000
Public Institutional Holders	25839831	17450772	67.5344	17450772	0	100.0000	0.0000
Public-Others	46230413	140096	0.3030	139317	779	99.4440	0.5560
<b>Total(A)</b>	<b>246720020</b>	<b>189040868</b>	<b>76.6216</b>	<b>189040089</b>	<b>779</b>	<b>99.9996</b>	<b>0.0004</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	174649776	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25839831	500000	1.9350	500000	0	100.0000	0.0000
Public-Others	46230413	13694177	29.6216	13694177	0	100.0000	0.0000
<b>Total(B)</b>	<b>246720020</b>	<b>14194177</b>	<b>5.7532</b>	<b>14194177</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Result (A+B)</b>	<b>246720020</b>	<b>203235045</b>	<b>82.3748</b>	<b>203234266</b>	<b>779</b>	<b>99.9996</b>	<b>0.0004</b>



<b>IL &amp; FS Transportation Networks Limited</b>							
<b>Promoter /Public</b>	<b>Number of Shares</b>	<b>Number of Votes</b>	<b>% of Votes polled on Outstanding shares</b>	<b>Number of Votes in favour</b>	<b>Number of Votes Against</b>	<b>% of Votes in favour on Votes polled</b>	<b>% of Votes Against on Votes polled</b>
<b>Resolution No:11 Issue of further Securities by the Company</b>							
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	174649776	171450000	98.1679	171450000	0	100.0000	0.0000
Public Institutional Holders	25839831	17450772	67.5344	15748032	1702740	90.2426	9.7574
Public-Others	46230413	139838	0.3025	117989	21849	84.3755	15.6245
<b>Total(A)</b>	<b>246720020</b>	<b>189040610</b>	<b>76.6215</b>	<b>187316021</b>	<b>1724589</b>	<b>99.0877</b>	<b>0.9123</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	174649776	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25839831	500000	1.9350	500000	0	100.0000	0.0000
Public-Others	46230413	13694177	29.6216	13694177	0	100.0000	0.0000
<b>Total(B)</b>	<b>246720020</b>	<b>14194177</b>	<b>5.7532</b>	<b>14194177</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Result (A+B)</b>	<b>246720020</b>	<b>203234787</b>	<b>82.3747</b>	<b>201510198</b>	<b>1724589</b>	<b>99.1514</b>	<b>0.8486</b>



## IL & FS Transportation Networks Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
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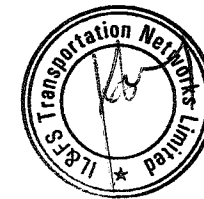
**Resolution No:12 Approval of existing Material Related Party Transactions pursuant to para 4.2 of the SEBI Circular dated April 17, 2014, as stated in the notice**

### Mode of Voting: (E-voting)

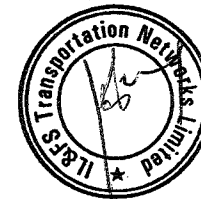
Promoter and Promoter Group	174649776	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25839831	17450772	67.5344	17450772	0	100.0000	0.0000
Public-Others	46230413	102446	0.2216	100807	1639	98.4001	1.5999
<b>Total(A)</b>	<b>246720020</b>	<b>17553218</b>	<b>7.1146</b>	<b>17551579</b>	<b>1639</b>	<b>99.9907</b>	<b>0.0093</b>

### Mode of Voting: (Poll)

Promoter and Promoter Group	174649776	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25839831	500000	1.9350	500000	0	100.0000	0.0000
Public-Others	46230413	8512612	18.4134	8512612	0	100.0000	0.0000
<b>Total(B)</b>	<b>246720020</b>	<b>9012612</b>	<b>3.6530</b>	<b>9012612</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Result (A+B)</b>	<b>246720020</b>	<b>26565830</b>	<b>80.2594</b>	<b>26564191</b>	<b>1639</b>	<b>99.9938</b>	<b>0.0062</b>



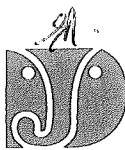
IL & FS Transportation Networks Limited							
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Resolution No:13 Approval for entering into Transactions / Contracts / Arrangements with related parties as stated in the notice of AGM at Item No. 13</b>							
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	174649776	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25839831	17450772	67.5344	17450772	0	100.0000	0.0000
Public-Others	46230413	102495	0.2217	100859	1636	98.4038	1.5962
<b>Total(A)</b>	<b>246720020</b>	<b>17553267</b>	<b>7.1147</b>	<b>17551631</b>	<b>1636</b>	<b>99.9907</b>	<b>0.0093</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	174649776	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	25839831	500000	1.9350	500000	0	100.0000	0.0000
Public-Others	46230413	8512612	18.4134	8512612	0	100.0000	0.0000
<b>Total(B)</b>	<b>246720020</b>	<b>9012612</b>	<b>3.6530</b>	<b>9012612</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Result (A+B)</b>	<b>246720020</b>	<b>26565879</b>	<b>80.2594</b>	<b>26564243</b>	<b>1636</b>	<b>99.9938</b>	<b>0.0062</b>





Jayshree S. Joshi

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



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**JAYSHREE DAGLI & ASSOCIATES**

COMPANY SECRETARIES

Date: 26.08.2015

**SCRUTINIZER'S CONSOLIDATED REPORT  
(E-VOTING PROCESS & POLL PROCESS)**

{Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the  
Companies (Management and Administration) Rules, 2014}

To,

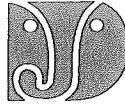
The Chairman of 15<sup>th</sup> Annual General Meeting of the Members of **IL&FS Transportation Networks Limited** (the Company) held on Wednesday, 26<sup>th</sup> day of August, 2015, at 11.00 a.m. at Y.B Chavan Auditorium, Next to Sachivalaya Gymkhana, Opp. Mantralaya, Gen. J. Bhosale Marg, Mumbai 400 021.

Dear Sir,

1. I, Mrs. Jayshree S. Joshi, Proprietress of M/s Jayshree Dagli & Associates, Company Secretaries, Mumbai, have been appointed by the Board of Directors of **IL&FS Transportation Networks Limited** (the Company) as the Scrutinizer for the purpose of scrutinizing e-Voting Process and Poll Process in a fair and transparent manner and ascertaining the requisite majority on Voting carried out as per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of the Resolutions passed at the 15<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, held on Wednesday, 26<sup>th</sup> day of August, 2015.
2. It is the responsibility of the Management of the Company to ensure due compliance of the applicable provisions of the Companies Act, 2013 and Rules made there under and also the requirements thereof relating to voting through electronic means and Polling Process on the resolutions contained in the Notice of the 15<sup>th</sup> AGM of the Members of the Company. As the Scrutinizer for the e-Voting process and Poll Process, my role and responsibility are limited to make a Scrutinizer's Consolidated Report of the votes cast "in favour" or "against" in respect of the Resolutions contained in the Notice of the 15<sup>th</sup> AGM, based on the reports generated from the e-Voting system provided by the National Securities Depository Ltd (**NSDL**), the authorized agency to provide Remote e-Voting facilities, engaged by the Company and from the Polling Process conducted at the 15<sup>th</sup> AGM.
3. Further to above, I submit my Report as under:-
  - i. The Remote e-Voting period remained open from Sunday, 23<sup>rd</sup> August, 2015, (9.00 a.m.) to Tuesday, 25<sup>th</sup> August, 2015, (5.00 p.m.).

Jayshree S. Joshi

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



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suyashri@vsnl.com

**JAYSHREE DAGLI & ASSOCIATES**

**COMPANY SECRETARIES**

- ii. The Members of the Company as on the "cut-off" date i.e. 19<sup>th</sup> August, 2015, were entitled to vote on the Resolutions (items No. 1 to 13 as set out in the Notice of the 15<sup>th</sup> AGM of the Company).
- iii. After the time fixed for closing of the poll by the Chairman, 1(One) ballot box kept for polling was locked in my presence with due identification marks placed by me.
- iv. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
- v. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- vi. Thereafter, the electronic votes cast through remote e-voting were unblocked at 1.20 p.m. i.e. after the Conclusion of 15<sup>th</sup> Annual General Meeting in the presence of 2 witnesses Mr. Ajay V. Mehta, Practicing Company Secretary (ACS - 9332) and Mr. Akshay Joshi (ACS - 34724) who are not in the employment of the Company.
- vii. Then, the details containing, inter alia, list of Equity Shareholders, who voted through Remote e-voting "for" and/or "against" each of the resolutions that were put to vote, were generated from the e-Voting website of NSDL i.e. <https://evoting.nsdl.com>
- viii. The Register to record the assent or dissent received has been maintained electronically. It contained the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.

**The Consolidated result of the Voting (Remote e-voting+ Poll Process) is given in attachment hereto marked as 'Annexure'.**

*Jayshree S. Joshi*

**Jayshree S. Joshi**  
**(Scrutinizer)**

**Countersigned:**

**For IL&FS Transportation Networks Limited**

*W. S. Joshi*

**Chairman**

**Encl.: As Above**

**ANNEXURE**

**Resolution No.1- Consideration and Adoption of**  
**(a) Audited Financial Statements, Reports of the Board of Directors and Auditors thereon;**  
**(b) Audited Consolidated Financial Statements;**  
**for the year ended March 31, 2015. [Ordinary Resolution]**

<b>Total votes cast: 20,32,35,575</b>				<b>Valid votes: 20,32,35,545</b>				<b>Invalid Votes: 30</b>			
<b>e-Voting Details</b>				<b>Poll Details</b>				<b>Total</b>			
<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>	
18,90,40,582	100	786	*0.00	1,41,94,177	100.00	0	0.00	20,32,34,759	100.00	786	*0.00

\*Actual 0.0004 rounded off to 0.00

**VOTING RESULT: RESOLUTION PASSED BY MAJORITY.**

**Resolution No. 2- Confirmation of Payment of interim dividend as final dividend on Preference Shares.**  
**[Ordinary Resolution]**

<b>Total votes cast: 20,32,35,875</b>				<b>Valid votes: 20,32,35,845</b>				<b>Invalid Votes: 30</b>			
<b>e-Voting Details</b>				<b>Poll Details</b>				<b>Total</b>			
<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>	
18,90,38,790	100.00	2,878	*0.00	1,41,94,177	100.00	0	0.00	20,32,32,967	100.00	2,878	**0.00

\*Actual 0.0015 rounded off to 0.00

\*\*Actual 0.0014 rounded off to 0.00

**VOTING RESULT: RESOLUTION PASSED BY MAJORITY.**




**Resolution No. 3- Declaration of Dividend on Equity Shares.**  
 [Ordinary Resolution]

<b>Total votes cast: 20,32,35,575</b>				<b>Valid votes: 20,32,35,545</b>				<b>Invalid Votes: 30</b>			
<b>e-Voting Details</b>				<b>Poll Details</b>				<b>Total</b>			
<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>	
18,90,40,740	100.00	628	*0.00	1,41,94,177	100.00	0	0.00	20,32,34,917	100.00	628	*0.00

\*Actual 0.0003 rounded off to 0.00

**VOTING RESULT: RESOLUTION PASSED BY MAJORITY.**

**Resolution No. 4- Re-Appointment of Mr. Vibhav Kapoor (DIN: 00027271), Director who retires by rotation.**  
 [Ordinary Resolution]

<b>Total votes cast: 20,32,34,928</b>				<b>Valid votes: 20,32,34,898</b>				<b>Invalid Votes: 30</b>			
<b>e-Voting Details</b>				<b>Poll Details</b>				<b>Total</b>			
<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>	
18,67,03,386	98.76	23,37,335	1.24	1,41,94,177	100.00	0	0.00	20,08,97,563	98.85	23,37,335	1.15

**VOTING RESULT: RESOLUTION PASSED BY MAJORITY.**




**Resolution No. 5- Re-Appointment of Mr. Pradeep Puri (DIN: 00051987), Director who retires by rotation.**  
**[Ordinary Resolution]**

<b>Total votes cast: 20,32,35,554</b>				<b>Valid votes: 20,32,35,524</b>				<b>Invalid Votes: 30</b>			
<b>e-Voting Details</b>				<b>Poll Details</b>				<b>Total</b>			
<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>	
18,90,40,168	100.00	1,179	*0.00	1,41,94,177	100.00	0	0.00	20,32,34,345	100.00	1,179	*0.00

\*Actual 0.0006 rounded off to 0.00

**VOTING RESULT: RESOLUTION PASSED BY MAJORITY.**

**Resolution No. 6- Ratification of Appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Reg. No. 117366W/W100018) as Auditors for the Financial year 2015-16 and to fix their remuneration.**  
**[Ordinary Resolution]**

<b>Total votes cast: 20,32,35,654</b>				<b>Valid votes: 20,32,35,624</b>				<b>Invalid Votes: 30</b>			
<b>e-Voting Details</b>				<b>Poll Details</b>				<b>Total</b>			
<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>	
18,90,40,482	100.00	965	*0.00	1,41,94,177	100.00	0	0.00	20,32,34,659	100.00	965	*0.00

\*Actual 0.0005 rounded off to 0.00

**VOTING RESULT: RESOLUTION PASSED BY MAJORITY.**




**Resolution No. 7- Payment of Commission to Non-Executive Directors.**  
**[Ordinary Resolution]**

<b>Total votes cast: 20,32,34,944</b>				<b>Valid votes: 20,32,34,914</b>				<b>Invalid Votes: 30</b>			
<b>e-Voting Details</b>				<b>Poll Details</b>				<b>Total</b>			
<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>	
18,90,35,533	100.00	5,204	*0.00	1,41,94,177	100.00	0	0.00	20,32,29,710	100.00	5,204	*0.00

\*Actual 0.003 rounded off to 0.00

**VOTING RESULT: RESOLUTION PASSED BY MAJORITY.**

**Resolution No. 8- Approval of Remuneration to Mr. Dattatray Chivilkar, Cost Accountant, Mumbai (Firm Reg. No. 100605) as Cost Auditors for FY 2014-15**  
**[Ordinary Resolution]**

<b>Total votes cast: 20,32,34,454</b>				<b>Valid votes: 20,32,34,424</b>				<b>Invalid Votes: 30</b>			
<b>e-Voting Details</b>				<b>Poll Details</b>				<b>Total</b>			
<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>	
18,90,39,364	100.00	883	*0.00	1,41,94,177	100.00	0	0.00	20,32,33,541	100.00	883	*0.00

\*Actual 0.0004 rounded off to 0.00

**VOTING RESULT: RESOLUTION PASSED BY MAJORITY.**




**Resolution No. 9-** Approval of Remuneration to Mr. Dattatray Chivilkar, Cost Accountant, Mumbai (Firm Reg. No. 100605) as Cost Auditors for FY 2015-16.  
 [Ordinary Resolution]

<b>Total votes cast: 20,32,35,629</b>				<b>Valid votes: 20,32,35,599</b>				<b>Invalid Votes: 30</b>			
<b>e-Voting Details</b>				<b>Poll Details</b>				<b>Total</b>			
<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>	
18,90,40,589	100.00	833	*0.00	1,41,94,177	100.00	0	0.00	20,32,34,766	100.00	833	*0.00

\*Actual 0.0004 rounded off to 0.00

**VOTING RESULT: RESOLUTION PASSED BY MAJORITY.**

**Resolution No. 10-** Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.  
 [Special Resolution]

<b>Total votes cast: 20,32,35,075</b>				<b>Valid votes: 20,32,35,045</b>				<b>Invalid Votes: 30</b>			
<b>e-Voting Details</b>				<b>Poll Details</b>				<b>Total</b>			
<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>	
18,90,40,089	100.00	779	*0.00	1,41,94,177	100.00	0	0.00	20,32,34,266	100.00	779	*0.00

\*Actual 0.0004 rounded off to 0.00

**VOTING RESULT: RESOLUTION PASSED BY REQUISITE MAJORITY.**




**Resolution No. 11- Issue of Further Securities.**  
 [Special Resolution]

<b>Total votes cast: 20,32,34,817</b>				<b>Valid votes: 20,32,34,787</b>				<b>Invalid Votes: 30</b>	
e-Voting Details				Poll Details				Total	
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)	
18,73,16,021	99.09	17,24,589	0.91	1,41,94,177	100.00	0	0.00	20,15,10,198	99.15
								17,24,589	0.85

**VOTING RESULT: RESOLUTION PASSED BY REQUISITE MAJORITY.**

**Resolution No. 12-Approval of existing material related party transactions in terms of para 4.2 of SEBI circular CIR/CFD/POLICY CELL/2/2014 dated April 17,2014.**  
 [Special Resolution]

<b>Total votes cast: 19,80,15,860</b>				<b>Valid votes: 2,65,65,830</b>				<b>Invalid Votes: 17,14,50,030</b>	
e-Voting Details				Poll Details				Total	
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)	
1,75,51,579	100.00	1,639	*0.00	90,12,612	100.00	0	0.00	2,65,64,191	100.00
								1,639	**0.00

\*Actual 0.0009 rounded off to 0.00

\*\*Actual 0.006 rounded off to 0.00

**VOTING RESULT: RESOLUTION PASSED BY REQUISITE MAJORITY.**



**Resolution No. 11- Issue of Further Securities.**  
**[Special Resolution]**

<b>Total votes cast: 20,32,34,817</b>				<b>Valid votes: 20,32,34,787</b>				<b>Invalid Votes: 30</b>			
<b>e-Voting Details</b>				<b>Poll Details</b>				<b>Total</b>			
<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>	
18,73,16,021	99.09	17,24,589	0.91	1,41,94,177	100.00	0	0.00	20,15,10,198	99.15	17,24,589	0.85

**VOTING RESULT: RESOLUTION PASSED BY REQUISITE MAJORITY.**

**Resolution No. 12-Approval of existing material related party transactions in terms of para 4.2 of SEBI circular CIR/CFD/POLICY CELL/2/2014 dated April 17,2014.**  
**[Special Resolution]**

<b>Total votes cast: 19,80,15,860</b>				<b>Valid votes: 2,65,65,830</b>				<b>Invalid Votes: 17,14,50,030</b>			
<b>e-Voting Details</b>				<b>Poll Details</b>				<b>Total</b>			
<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>	
1,75,51,579	100.00	1,639	*0.00	90,12,612	100.00	0	0.00	2,65,64,191	100.00	1,639	**0.00

\*Actual 0.0009 rounded off to 0.00

\*\*Actual 0.006 rounded off to 0.00

**VOTING RESULT: RESOLUTION PASSED BY REQUISITE MAJORITY.**




**Resolution No. 13-** Approval for entering into transactions/contracts/arrangements with related parties after the date of the Notice conveying 15<sup>th</sup> AGM.  
 [Special Resolution]

<b>Total votes cast: 19,80,15,909</b>				<b>Valid votes: 2,65,65,879</b>				<b>Invalid Votes: 17,14,50,030</b>			
<b>e-Voting Details</b>				<b>Poll Details</b>				<b>Total</b>			
<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>		<b>Assent (FOR)</b>		<b>Dissent (AGAINST)</b>	
1,75,51,631	100.00	1,636	*0.00	90,12,612	100.00	0	0.00	2,65,64,243	100.00	1,636	**0.00

\*Actual 0.0009 rounded off to 0.00

\*\*Actual 0.006 rounded off to 0.00

**VOTING RESULT: RESOLUTION PASSED BY REQUISITE MAJORITY.**

*Jayshree S. Joshi*

**Jayshree S. Joshi**  
 (Scrutiniser)

**Countersigned:**  
**For IL&FS Transportation Networks Limited**

*[Signature]*

**Chairman**