

August 31, 2017

General Manager,
Listing Department,
BSE Limited,
P.J. Tower, Dalal Street,
Mumbai 400 001

Vice President,
Listing Department,
National Stock Exchange of India Limited
'Exchange Plaza', Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051

Scrip Code No: 533177

Scrip Code No: IL&FSTRANS EQ

Dear Sirs,

Re.: Intimation of Voting Result of 17th Annual General Meeting of the Company held on August 29, 2017

Pursuant to the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we wish to inform you that the 17th Annual General Meeting ("AGM") of the Company was held on Tuesday, August 29, 2017 at 11.00 am at Y.B. Chavan Auditorium, Opposite Mantralaya, Gen. J. Bhosale Marg, Mumbai 400 021

All the proposed resolutions as set out in the AGM Notice were passed with requisite majority. In this regard, please find enclosed herewith:

- (i) Details regarding the voting results as prescribed under Regulation 44 of the Listing Regulations (Annexure I)
- (ii) Scrutinizer's Report on remote e-voting and poll conducted at the AGM pursuant to Section 108 of the Companies Act, 2013 read with rules made thereunder ("Annexure II")

You are requested to kindly take the same on record and oblige

Thank you,

For IL&FS Transportation Networks Limited



Krishna Ghag
Vice President &
Company Secretary

IL&FS Transportation Networks Limited – Voting Results

Annexure I

Date of the AGM/EGM	August 29, 2017
Total number of shareholders on record date (i.e. cut-off date in case of postal ballot)	55,482
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 2 89
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	 - -



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IL&FS Transportation Networks Limited - Voting Results

Annexure I

Resolution Required : (Ordinary)			1 - Consider and adopt the (a) Audited Standalone Financial Statement, Reports of the Board of Directors and Auditors and (b) Consolidated Financial Statement for the year ended March 31, 2017					
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	236582632	98.2286	236582632	0	100.0000	0.0000
	Poll		4266368	1.7714	4266368	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		240849000	100.0000	240849000	0	100.0000	0.0000
Public Institutions	E-Voting	22748569	15724412	69.1226	15724412	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		15724412	69.1226	15724412	0	100.0000	0.0000
Public Non Institutions	E-Voting	65362458	86410	0.1322	85292	1118	98.7062	1.2938
	Poll		5310325	8.1244	5310120	205	99.9961	0.0039
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5396735	8.2566	5395412	1323	99.9755	0.0245
Total		328960027	261970147	79.6359	261968824	1323	99.9995	0.0005

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IL&FS Transportation Networks Limited - Voting Results

Annexure I

Resolution Required : (Ordinary)		2 - Confirm the Payment of Interim Dividend as Final Dividend on Preference Shares						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
			[2]	[4]	[5]	[6]	[7]	
Promoter and Promoter Group	E-Voting	240849000	236582632	98.2286	236582632	0	100.0000	0.0000
	Poll		4266368	1.7714	4266368	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		240849000	100.0000	240849000	0	100.0000	0.0000
Public Institutions	E-Voting	22748569	15724412	69.1226	15724412	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		15724412	69.1226	15724412	0	100.0000	0.0000
Public Non Institutions	E-Voting	65362458	86410	0.1322	85104	1306	98.4886	1.5114
	Poll		5310325	8.1244	5287620	22705	99.5724	0.4276
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5396735	8.2569	5372724	24011	99.5551	0.4449
Total		328960027	261970147	79.6359	261946136	24011	99.9908	0.0092

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IL&FS Transportation Networks Limited - Voting Results

Annexure I

Resolution Required : (Ordinary)		3 - Re-appointment of Mr. Ravi Parthasarathy (DIN 00002392) who retires by rotation						
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
Promoter and Promoter Group	E-Voting	240849000	236582632	98.2286	236582632	0	100.0000	0.0000
	Poll		4266368	1.7714	4266368	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		240849000	100.0000	240849000	0	100.0000	0.0000
Public Institutions	E-Voting	22748569	15724412	69.1226	15690154	34258	99.7821	0.2179
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15724412	69.1226	15690154	34258	99.7821	0.2179
Public Non Institutions	E-Voting	65362458	85261	0.1304	84793	468	99.4511	0.5489
	Poll		5310325	8.1244	5310120	205	99.9961	0.0039
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5395586	8.2549	5394913	673	99.9875	0.0125
Total		328960027	261968998	79.6355	261934067	34931	99.9867	0.0133

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IL&FS Transportation Networks Limited - Voting Results

Annexure I

Resolution Required : (Ordinary)			4 - Appointment of SRBC & Co. LLP, as Statutory Auditors and to fix their remuneration					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held [1]	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
			[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	240849000	236582632	98.2286	236582632	0	100.0000	0.0000
	Poll		4266368	1.7714	4266368	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		240849000	100.0000	240849000	0	100.0000	0.0000
Public Institutions	E-Voting	22748569	15724412	69.1226	15724412	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		15724412	69.1226	15724412	0	100.0000	0.0000
Public Non Institutions	E-Voting	65362458	86410	0.1322	85133	1277	98.5222	1.4778
	Poll		5310325	8.1244	5309355	970	99.9817	0.0183
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5396735	8.2566	5394488	2247	99.9584	0.0416
Total		328960027	261970147	79.6359	261967900	2247	99.9991	0.0009

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IL&FS Transportation Networks Limited - Voting Results

Annexure I

Resolution Required : (Ordinary)		5 - Approval of Cost Auditor's Remuneration for FY 2017-18						
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	236582632	98.2286	236582632	0	100.0000	0.0000
	Poll		4266368	1.7714	4266368	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		240849000	100.0000	240849000	0	100.0000	0.0000
Public Institutions	E-Voting	22748569	15724412	69.1226	15724412	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		15724412	69.1226	15724412	0	100.0000	0.0000
Public Non Institutions	E-Voting	65362458	86310	0.1320	85166	1144	98.6745	1.3255
	Poll		5310325	8.1244	5310120	205	99.9961	0.0039
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5396635	8.2565	5395286	1349	99.9750	0.0250
Total		328960027	261970047	79.6358	261968698	1349	99.9995	0.0005

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IL&FS Transportation Networks Limited - Voting Results

Annexure I

Resolution Required : (Ordinary)			6 - Issue of Non-convertible Debentures for an amount upto Rs. 3,500 Crore					
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	236582632	98.2286	236582632	0	100.0000	0.0000
	Poll		4266368	1.7714	4266368	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		240849000	100.0000	240849000	0	100.0000	0.0000
Public Institutions	E-Voting	22748569	15724412	69.1226	15704360	20052	99.8725	0.1275
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15724412	69.1226	15704360	20052	99.8725	0.1275
Public Non Institutions	E-Voting	65362458	86410	0.1322	83979	2431	97.1867	2.8133
	Poll		5310325	8.1244	5310120	205	99.9961	0.0039
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5396735	8.2566	5394099	2636	99.9512	0.0488
Total		328960027	261970147	79.6359	261947459	22688	99.9913	0.0087

[Handwritten Signature]



Jayshree S. Joshi

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



JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

Annexure II

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

Form No. MGT-13

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman of 17th Annual General Meeting of the members of IL&FS Transportation Networks Limited (the Company) held on Tuesday, 29th day of August, 2017, 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,

I, Jayshree S. Joshi, Proprietress of M/s Jayshree Dagli & Associates, Company Secretaries, Mumbai, have been appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 17th Annual General Meeting of the Equity Shareholders of IL&FS Transportation Networks Limited, held on Tuesday, 29th day of August, 2017, at 11:00 a.m. at Y B Chavan Auditorium, Next to Sachivalaya Gymkhana, Opp. Mantralaya, Gen. J. Bhosale Marg, Mumbai 400 021, submit my report as under:

1. 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.
2. 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.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:

Page 1 of 5



Resolution No. 1 - To receive, Consider and adopt the:

- (a) Audited Standalone Financial Statements together with Reports of the Board of Directors and Auditors and
(b) Audited Consolidated Financial Statement for the year ended March 31, 2017.

[ORDINARY RESOLUTION]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	9576488	99.998

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	205	0.002

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	46

Resolution No. 2 - To Confirm the Payment of Interim Dividend as Final Dividend on Preference Shares.[ORDINARY RESOLUTION]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	9553988	99.763

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	22705	0.237

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	46



JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

Resolution No. 3 - To appoint a Director in place of Mr. Ravi Parthasarathy (DIN 0002392) who retires by rotation and offers himself for re-appointment. [ORDINARY RESOLUTION]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	9576488	99.998

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	205	0.002

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	46

Resolution No. 4 - To appoint SRBC & Co. LLP, as Statutory Auditors till the conclusion of 22nd AGM at such remuneration as the Board of Directors may fix in consultation with them. [ORDINARY RESOLUTION]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	9575723	99.99

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	970	0.01

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	46

**JAYSHREE DAGLI & ASSOCIATES**

COMPANY SECRETARIES

Resolution No. 5 - To Approve the Remuneration of Cost Auditors for FY 2017-18.**[ORDINARY RESOLUTION]**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	9576488	99.998

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	205	0.002

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	46

Resolution No. 6 - To offer or invite subscription for Non-convertible Debentures on a private placement basis in one or more tranches for an aggregate amount not exceeding Rs 3,500 Crore. [SPECIAL RESOLUTION]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	9576488	99.998

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	205	0.002

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	46

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

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Signature:

Jayshree S. Joshi
(Scrutinizer)

Jayshree S. Joshi

Witnesses:

1. Ajay V. Mehta

Ajay V. Mehta

2. Akshay Joshi

A A Joshi

Date : 31.08.2017

Place : Mumbai

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: 31.08.2017

**SCRUTINIZER'S REPORT
(REMOTE E-VOTING 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 17th Annual General Meeting of the members of **IL&FS Transportation Networks Limited** (the Company) held on Tuesday, 29th day of August, 2017, 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, 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 Remote e-Voting process in a fair and transparent manner and ascertaining the requisite majority on Remote e-Voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of the resolutions contained in the Notice of the 17th Annual General Meeting (AGM) of the members of the Company, held on Tuesday, the 29th day of August, 2017.
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 thereunder and also the requirements thereof relating to voting through electronic means on the resolutions contained in the Notice of the 17th AGM of the members of the Company. As the Scrutinizer for the Remote e-Voting process my role and responsibility are limited to make a Scrutinizer's Report of the votes cast "in favour" or "against" in respect of the resolutions contained in the Notice of the 17th 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.
3. Further to above, I submit my report as under:-
 - i. The Remote e-Voting period remained open from Saturday, 26th August, 2017, (9.00 a.m.) to Monday, 28th August, 2017, (5.00 p.m.)
 - ii. The members of the Company as on the "cut-off" date i.e. 22nd August, 2017 were entitled to vote on the resolutions (items No.1 to 6 as set out in the Notice of the 17th AGM of the Company).
 - iii. The NSDL portal was blocked for voting on 28th August, 2017 at 5.00 p.m.

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- iv. Accordingly, the electronic votes cast were taken into account on conclusion of the 17th AGM and after considering the votes cast by the members through Polling Process at the 17th AGM.
- v. The votes cast were unblocked on August 29, 2017, after counting the votes cast at the 17th 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.
- vi. Thereafter, the details containing, inter alia, list of Equity Shareholders, who voted "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>
- vii. 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 the list of shares with differential voting rights.

Based on the Reports generated, the result of the e-voting is as under:-

Sr. No.	Particulars of Resolutions as given in the Notice of 17 th Annual General Meeting	Particulars of Votes Cast		
		Electronic Voting		
		Nos.	%	
	ORDINARY BUSINESS			
1.	To receive, Consider and adopt the (a) Audited Standalone Financial Statements together with Reports of the Board of Directors and Auditors and (b) Audited Consolidated Financial Statement for the year ended March 31, 2017 [ORDINARY RESOLUTION]	Votes Cast in Favour	252392336	99.9996
		Votes Cast Against	1118	0.0004
		Total	*252393454	100.00
*Excludes 1500 Invalid Votes.				

**JAYSHREE DAGLI & ASSOCIATES**

COMPANY SECRETARIES

2.	To Confirm the Payment of Interim Dividend as Final Dividend on Preference Shares. [ORDINARY RESOLUTION]	Votes Cast in Favour	252392148	99.995
		Votes Cast Against	1306	0.005
		Total	*252393454	100.00
*Excludes 1500 Invalid Votes.				
3.	To appoint a Director in place of Mr. Ravi Parthasarathy (DIN 0002392) who retires by rotation and offers himself for re-appointment. [ORDINARY RESOLUTION]	Votes Cast in Favour	252357579	99.986
		Votes Cast Against	34726	0.014
		Total	*252392305	100.00
*Excludes 1500 Invalid Votes.				
4.	To appoint SRBC & Co. LLP, as Statutory Auditors till the conclusion of 22 nd AGM at such remuneration as the Board of Directors may fix in consultation with them. [ORDINARY RESOLUTION]	Votes Cast in Favour	252392177	99.9995
		Votes Cast Against	1277	0.0005
		Total	*252393454	100.00
*Excludes 1500 Invalid Votes.				
SPECIAL BUSINESS				
5.	To Approve the Remuneration of Cost Auditors for FY 2017-18. [ORDINARY RESOLUTION]	Votes Cast in Favour	252392210	99.9995
		Votes Cast Against	1144	0.0005
		Total	*252393354	100.00
*Excludes 1500 Invalid Votes.				

Jayshree S. Joshi

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



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suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

6.	To offer or invite subscription for Non-convertible Debentures on a private placement basis in one or more tranches for an aggregate amount not exceeding Rs 3,500 Crore. [SPECIAL RESOLUTION]	Votes Cast in Favour	252370971	99.991
		Votes Cast Against	22483	0.009
		Total	*252393454	100.00
*Excludes 1500 Invalid Votes.				

Jayshree S. Joshi

Jayshree S. Joshi
(Scrutinizer)

Witnesses:

Ajay V. Mehta

Akshay Joshi

Ajay V. Mehta

A. A. Joshi



Date: 31.08.2017

**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 17th Annual General Meeting of the members of **IL&FS Transportation Networks Limited** (the Company) held on Tuesday, 29th day of August, 2017, 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 17th Annual General Meeting (AGM) of the Members of the Company, held on Tuesday, 29th day of August, 2017.
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 17th 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 17th 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 17th AGM.
3. Further to above, I submit my Report as under:-
 - i. The Remote e-Voting period remained open from Saturday, 26th August, 2017, (9.00 a.m.) to Monday, 28th August, 2017, (5.00 p.m.)



JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

- ii. The Members of the Company as on the "cut-off" date i.e. 22nd August, 2017, were entitled to vote on the Resolutions (items No. 1 to 6 as set out in the Notice of the 17th 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 1.25 p.m. i.e. after the Conclusion of 17th 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 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.

Umesh Gupta

Chairman

Encl.: As Above

Annexure

IL&FS Transportation Networks Limited
17th AGM

Resolution No.:1 -To receive, Consider and adopt the:

(a) Audited Standalone Financial Statements together with Reports of the Board of Directors and Auditors and

(b) Audited Consolidated Financial Statement for the year ended March 31, 2017.

[Ordinary Resolution]

Total Vote Cast:	261971693	Total Valid Votes:	261970147	Invalid Votes:	1546
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
252392336	99.999557	1118	0.000443	9576488	99.9978594	205	0.002140614	261968824	99.999495	1323	0.000505019
Invalid Votes:		1500		Invalid Votes:		46		Invalid Votes:		1546	

Result: Resolution passed by majority



IL&FS Transportation Networks Limited
17th AGM

**Resolution No.:2 -To Confirm the Payment of Interim Dividend as Final Dividend on Preference Shares.
[Ordinary Resolution]**

Total Vote Cast:	261971693	Total Valid Votes:	261970147	Invalid Votes:	1546
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
252392148	99.999483	1306	0.0005174	9553988	99.762914	22705	0.237086017	261946136	99.9908345	24011	0.009165548
Invalid Votes:		1500		Invalid Votes:		46		Invalid Votes:		1546	

Result: Resolution passed by majority



IL&FS Transportation Networks Limited
17th AGM

Resolution No.:3 -To appoint a Director in place of Mr. Ravi Parthasarathy (DIN 0002392) who retires by rotation and offers himself for re-appointment.[Ordinary Resolution]

Total Vote Cast:	261970544	Total Valid Votes:	261968998	Invalid Votes:	1546
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
252357579	99.986241	34726	0.0137587	9576488	99.9978594	205	0.002140614	261934067	99.986666	34931	0.013334021
Invalid Votes:		1500		Invalid Votes:		46		Invalid Votes:		1546	

Result: Resolution passed by majority



IL&FS Transportation Networks Limited
17th AGM

**Resolution No.:4 -To appoint SRBC & Co. LLP, as Statutory Auditors till the conclusion of 22nd AGM at such remuneration as the Board of Directors may fix in consultation with them.
[Ordinary Resolution]**

Total Vote Cast:	261971693	Total Valid Votes:	261970147	Invalid Votes:	1546
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
252392177	99.999494	1277	0.000506	9575723	99.9898712	970	0.010128757	261967900	99.9991423	2247	0.000857731
Invalid Votes:		1500		Invalid Votes:		46		Invalid Votes:		1546	

Result: Resolution passed by majority



IL&FS Transportation Networks Limited
17th AGM

Resolution No.:5- To Approve the Remuneration of Cost Auditors for FY 2017-18. [ORDINARY RESOLUTION]

Total Vote Cast:	261971593	Total Valid Votes:	261970047	Invalid Votes:	1546
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
252392210	99.999547	1144	0.0004533	9576488	99.9978594	205	0.002140614	261968698	99.9994851	1349	0.000514944
Invalid Votes:		1500		Invalid Votes:		46		Invalid Votes:		1546	

Result: Resolution passed by majority



IL&FS Transportation Networks Limited
17th AGM

**Resolution No.:6 - To offer or invite subscription for Non-convertible Debentures on a private placement basis in one or more tranches for an aggregate amount not exceeding Rs 3,500 Crore.
[SPECIAL RESOLUTION]**

Total Vote Cast:	261971693	Total Valid Votes:	261970147	Invalid Votes:	1546
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
252370971	99.991092	22483	0.00890792	9576488	99.9978594	205	0.002140614	261947459	99.9913395	22688	0.008660529
Invalid Votes:		1500		Invalid Votes:		46		Invalid Votes:		1546	

Result: Resolution passed by requisite majority

Jayshree S. Joshi

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

Umesh Gupta

Chairman