

September 5, 2018

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 18th Annual General Meeting of the Company held on September 4, 2018

Please note that the 18th Annual General Meeting of the Company was held on September 4, 2018 at 11.00 am at Y.B. Chavan Auditorium, Opposite Mantralaya, Gen. J. Bhosale Marg, Mumbai 400 021

In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are enclosing the Report submitted by Ms. Jayshree Joshi, Practicing Company Secretary acting as a scrutinizer alongwith the voting result of 18th Annual General Meeting of the Company

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

Annexure I

Date of the AGM/EGM	September 4, 2018
Total number of shareholders on record date (i.e. cut-off date in case of postal ballot)	58,075
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 3 78
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	 - -



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IL&FS Transportation Networks Limited

Resolution Required : (Ordinary)			1 - Consider and adopt the (a) Audited Standalone Financial Statements, Reports of the Board of Directors and Auditors and (b) Consolidated Financial Statements for the year ended March 31, 2018					
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]= $\frac{[2]}{[1]}*100$	[4]	[5]	[6]= $\frac{[4]}{[2]}*100$	[7]= $\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	240849000	0	0.0000	0	0	0.0000	0.0000
	Poll		240849000	100.0000	240849000	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	17950279	10581368	58.9482	10581368	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		10581368	58.9482	10581368	0	100.0000	0.0000
Public Non Institutions	E-Voting	70160748	29979	0.0427	29063	916	96.9445	3.0555
	Poll		5651561	8.0552	5651561	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5681540	8.0979	5680624	916	99.9839	0.0161
Total		328960027	257111908	78.1590	257110992	916	99.9996	0.0004



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IL&FS Transportation Networks Limited

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	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]}*1
Promoter and Promoter Group	E-Voting	240849000	0	0.0000	0	0	0.0000	0.0000
	Poll		240849000	100.0000	240849000	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	17950279	10656084	59.3644	10656084	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		10656084	59.3644	10656084	0	100.0000	0.0000
Public Non Institutions	E-Voting	70160748	29979	0.0427	28636	1343	95.5202	4.4798
	Poll		5651561	8.0552	5651561	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5681540	8.0979	5680197	1343	99.9764	0.0236
Total		328960027	257186624	78.1817	257185281	1343	99.9995	0.0005



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IL&FS Transportation Networks Limited								
Resolution Required : (Ordinary)			3 - Re-appointment of Mr. Arun K Saha (DIN:000023377) 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]	$[6]=\{[4]/[2]\}*100$	$[7]=\{[5]/[2]\}*100$
Promoter and Promoter Group	E-Voting	240849000	0	0.0000	0	0	0.0000	0.0000
	Poll		240849000	100.0000	240849000	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	17950279	10656084	59.3644	10636032	20052	99.8118	0.1882
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10656084	59.3644	10636032	20052	99.8118	0.1882
Public Non Institutions	E-Voting	70160748	29900	0.0426	26822	3078	89.7057	10.2943
	Poll		5115827	7.2916	5115827	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5145727	7.3342	5142649	3078	99.9402	0.0598
Total		328960027	256650811	78.0188	256627681	23130	99.9910	0.0090



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IL&FS Transportation Networks Limited								
Resolution Required : (Ordinary)			4 - Re-appointment of Mr. K. Ramchand (DIN:00051769) as Managing Director for a period of 5 years effective April 1, 2018					
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	0	0.0000	0	0	0.0000	0.0000
	Poll		240849000	100.0000	240849000	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	17950279	10656084	59.3644	10636032	20052	99.8118	0.1882
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10656084	59.3644	10636032	20052	99.8118	0.1882
Public Non Institutions	E-Voting	70160748	29196	0.0416	26092	3104	89.3684	10.6316
	Poll		5065660	7.2201	5065660	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5094856	7.2617	5091752	3104	99.9391	0.0609
Total		328960027	256599940	78.0034	256576784	23156	99.9910	0.0090



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IL&FS Transportation Networks Limited								
Resolution Required : (Ordinary)			5 - Re-appointment of Mr. Mukund Sapre (DIN:00051841) as Executive Director for a period of 5 years effective April 1, 2018					
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	0	0.0000	0	0	0.0000	0.0000
	Poll		240849000	100.0000	240849000	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	17950279	10656084	59.3644	10636032	20052	99.8118	0.1882
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10656084	59.3644	10636032	20052	99.8118	0.1882
Public Non Institutions	E-Voting	70160748	26400	0.0376	23322	3078	88.3409	11.6591
	Poll		5482141	7.8137	5482141	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5508541	7.8513	5505463	3078	99.9441	0.0559
Total		328960027	257013625	78.1291	256990495	23130	99.9910	0.0090



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IL&FS Transportation Networks Limited

Resolution Required : (Ordinary)		6 - Approval of Cost Auditor's Remuneration for FY 2018-19						
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	0	0.0000	0	0	0.0000	0.0000
	Poll		240849000	100.0000	240849000	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	17950279	10656084	59.3644	10656084	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		10656084	59.3644	10656084	0	100.0000	0.0000
Public Non Institutions	E-Voting	70160748	29900	0.0426	25331	4569	84.7191	15.2809
	Poll		5651506	8.0551	5651506	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5681406	8.0977	5676837	4569	99.9196	0.0804
Total		328960027	257186490	78.1817	257181921	4569	99.9982	0.0018



IL&FS Transportation Networks Limited								
Resolution Required : (Special)			7 - Issue of Non-Convertible Debentures for an amount of upto ` 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	0	0.0000	0	0	0.0000	0.0000
	Poll		240849000	100.0000	240849000	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	17950279	10656084	59.3644	10636032	20052	99.8118	0.1882
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10656084	59.3644	10636032	20052	99.8118	0.1882
Public Non Institutions	E-Voting	70160748	29350	0.0418	25741	3609	87.7036	12.2964
	Poll		5651561	8.0552	5651561	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5680911	8.0970	5677302	3609	99.9365	0.0635
Total		328960027	257185995	78.1815	257162334	23661	99.9908	0.0092



IL&FS Transportation Networks Limited								
Resolution Required : (Special)			8 - Amendments to Articles of Association					
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	0	0.0000	0	0	0.0000	0.0000
	Poll		240849000	100.0000	240849000	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	17950279	10656084	59.3644	0	10656084		
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10656084	59.3644	0	10656084	0.0000	100.0000
Public Non Institutions	E-Voting	70160748	29736	0.0424	27802	1934	93.4961	6.5039
	Poll		5651561	8.0552	5651561	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5681297	8.0976	5679363	1934	99.9660	0.0340
Total		328960027	257186381	78.1817	246528363	10658018	95.8559	4.1441



K. S. K.

IL&FS Transportation Networks Limited								
Resolution Required : (Ordinary)			9 - Approval of mode of service of documents to Members					
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	0	0.0000	0	0	0.0000	0.0000
	Poll		240849000	100.0000	240849000	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	17950279	10656084	59.3644	10656084	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		10656084	59.3644	10656084	0	100.0000	0.0000
Public Non institutions	E-Voting	70160748	29900	0.0426	28293	1607	94.6254	5.3746
	Poll		5651561	8.0552	5651561	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5681461	8.0978	5679854	1607	99.9717	0.0283
Total		328960027	257186545	78.1817	257184938	1607	99.9994	0.0006



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IL&FS Transportation Networks Limited								
Resolution Required : (Ordinary)			10 - Increase in Authorised Share Capital of the Company					
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	0	0.0000	0	0	0.0000	0.0000
	Poll		240849000	100.0000	240849000	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	17950279	10656084	59.3644	20052	10636032	0.1882	99.8118
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10656084	59.3644	20052	10636032	0.1882	99.8118
Public Non Institutions	E-Voting	70160748	29900	0.0426	25191	4709	84.2508	15.7492
	Poll		5651561	8.0552	5651561	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5681461	8.0978	5676752	4709	99.9171	0.0829
Total		328960027	257186545	78.1817	246545804	10640741	95.8626	4.1374



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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: 05.09.2018

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

**{Pursuant to section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the
Companies (Management and Administration) Rules, 2014}**

To,

The Chairman of 18th Annual General Meeting of the members of **IL&FS Transportation Networks Limited** (the Company) held on Tuesday, 4th day of September, 2018, 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 18th Annual General Meeting (AGM) of the Members of the Company, held on Tuesday, 4th day of September, 2018.
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 and Polling Process on the Resolutions contained in the Notice of the 18th 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 18th 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 18th AGM.
3. Further to above, I submit my Report as under:-
 - i. The Remote e-Voting period remained open from Saturday, 1st September, 2018, (9.00 a.m.) to Monday, 3rd September, 2018, (5.00 p.m.)

Jayshree S. Joshi

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



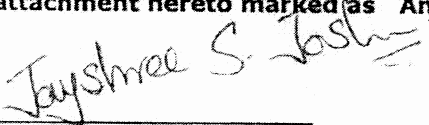
JAYSHREE DAGLI & ASSOCIATES

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

COMPANY SECRETARIES

- ii. The Members of the Company as on the "cut-off" date i.e. 28th August, 2018, were entitled to vote on the Resolutions (items No.1 to 10 as set out in the Notice of the 18th 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 1.22 p.m. i.e. after the Conclusion of 18th Annual General Meeting in the presence of 2 witnesses Mr. Ajay V. Mehta, Practicing Company Secretary (ACS -9332) and Ms. Reema Shah (FCS - 9052) 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
(Scrutinizer)

Countersigned:

For IL&FS Transportation Networks Limited.



Chairman

Encl.: As Above

Annexure

IL&FS Transportation Networks Limited
18th AGM

Resolution No.1 -To receive, Consider and adopt the:
 (a) Audited Standalone Financial Statements for the year ended March 31, 2018 together with Reports of the Board of Directors and Auditors and
 (b) Audited Consolidated Financial Statement for the year ended March 31, 2018.
 [Ordinary Resolution]

Total Vote Cast:	257112954	Total Valid Votes:	257111908	Invalid Votes:	1046
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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	%
10610431	99.991368	916	0.0086323	246500561	100	0	0	257110992	99.9996437	916	0.000356265
Invalid Votes:		1000		Invalid Votes:		46		Invalid Votes:		1046	

Result: Resolution passed by Majority



IL&FS Transportation Networks Limited
18th AGM

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

Total Vote Cast:	257187670	Total Valid Votes:	257186624	Invalid Votes:	1046
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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	%
10684720	99.987432	1343	0.0125678	246500561	100	0	0	257185281	99.9994778	1343	0.000522189
Invalid Votes:		1000		Invalid Votes:		46		Invalid Votes:		1046	

Result: Resolution passed by Majority



IL&FS Transportation Networks Limited
18th AGM

Resolution No.:3 -To appoint a Director in place of Mr. Arun K. Saha (DIN: 00002377) who retires by rotation and offers himself for re-appointment.[Ordinary Resolution]

Total Vote Cast:	256651857	Total Valid Votes:	256650811	Invalid Votes:	1046
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E voting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
10662854	99.783548	23130	0.2164518	245964827	100	0	0	256627681	99.9909878	23130	0.009012245
Invalid Votes:		1000		Invalid Votes:		46		Invalid Votes:		1046	

Result: Resolution passed by Majority

B

IL&FS Transportation Networks Limited
18th AGM

Resolution No.4 -To approve the appointment of Mr. K Ramchand (DIN:00051769) as Managing Director not liable to retire by rotation for a period of five years from April 1, 2018 to March 31, 2023, at a remuneration and upon terms and conditions as set out in the Notice convening 18th AGM.
[Ordinary Resolution]

Total Vote Cast:	256600986	Total Valid Votes:	256599940	Invalid Votes:	1046
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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	%
10662124	99.783291	23156	0.2167093	245914660	100	0	0	256576784	99.9909758	23156	0.009024164
Invalid Votes:		1000		Invalid Votes:		46		Invalid Votes:		1046	

Result: Resolution passed by Majority



IL&FS Transportation Networks Limited
18th AGM

Resolution No.:5- To approve the appointment of Mr. Mukund Sapre (DIN: 00051841) as Executive Director, not liable to retire by rotation for a period of five years from April 1, 2018 to March 31, 2023, at a remuneration and upon terms and conditions as set out in the Notice convening 18th AGM.
[ORDINARY RESOLUTION]

Total Vote Cast:	257014671	Total Valid Votes:	257013625	Invalid Votes:	1046
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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	%
10659354	99.783477	23130	0.2165227	246331141	100	0	0	256990495	99.9910005	23130	0.008999523
Invalid Votes:		1000	Invalid Votes:		46	Invalid Votes:		1046			

Result: Resolution passed by Majority

S

IL&FS Transportation Networks Limited
18th AGM

Resolution No.6 - To approve the remuneration of Cost Auditors for FY 2018-19.
[ORDINARY RESOLUTION]

Total Vote Cast:	257187536	Total Valid Votes:	257186490	Invalid Votes:	1046
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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	%
10881415	99.957243	4569	0.04275694	246500506	100	0	0	257181921	99.9982235	4569	0.001776532
Invalid Votes:		1000		Invalid Votes:		46		Invalid Votes:		1046	

Result: Resolution passed by Majority

J

IL&FS Transportation Networks Limited
18th AGM

Resolution No.:7 - To offer or invite subscription for secured/ unsecured 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:	257187041	Total Valid Votes:	257185995	Invalid Votes:	1046
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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	%
10661773	99.7785677	23661	0.22143228	246500561	100	0	0	257162334	99.9908	23661	0.009199957
Invalid Votes:		1000		Invalid Votes:		46		Invalid Votes:		1046	

Result: Resolution passed by requisite majority

B

IL&FS Transportation Networks Limited
18th AGM

Resolution No.:8 - To approve the alteration of the Articles of Association of the Company.
[SPECIAL RESOLUTION]

Total Vote Cast:	257187427	Total Valid Votes:	257186381	Invalid Votes:	1046
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E voting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
27802	0.2601766	10658018	99.7398234	246500561	100	0	0	246528363	95.8559166	10658018	4.144083353
Invalid Votes:		1000		Invalid Votes:		46		Invalid Votes:		1046	

Result: Resolution passed by requisite majority

B

IL&FS Transportation Networks Limited
18th AGM

Resolution No.:9 - To authorize to charge a fee in advance for delivery of Documents through particular mode, if requested by the Member.
[ORDINARY RESOLUTION]

Total Vote Cast:	257187591	Total Valid Votes:	257186545	Invalid Votes:	1046
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E voting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
10684377	99.984962	1607	0.01503839	246500561	100	0	0	257184938	99.9993752	1607	0.000624838
Invalid Votes:		1000	Invalid Votes:		46	Invalid Votes:		1046			

Result: Resolution passed by Majority

B

IL&FS Transportation Networks Limited
18th AGM

Resolution No.:10 - To approve the increase in Authorised Capital of the Company.
[ORDINARY RESOLUTION]

Total Vote Cast:	257187591	Total Valid Votes:	257186545	Invalid Votes:	1046
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E voting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
45243	0.4233864	10640741	99.5766136	246500561	100	0	0	246545804	95.862637	10640741	4.137363018
Invalid Votes:		1000		Invalid Votes:		46		Invalid Votes:		1046	

Result: Resolution passed by Majority

Jayshree S. Joshi

Countersigned:
For IL&FS Transportation Networks Limited
Whanboye
Chairman

Jayshree S. Joshi

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



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JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

Date: 05.09.2018

**SCRUTINIZER'S REPORT
(REMOTE E-VOTING PROCESS)**

**{Pursuant to section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of
the Companies (Management and Administration) Rules, 2014}**

To,

The Chairman of 18th Annual General Meeting of the members of **IL&FS Transportation Networks Limited** (the Company) held on Tuesday, 4th day of September, 2018 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 18th Annual General Meeting (AGM) of the members of the Company, held on Tuesday, the 4th day of September, 2018.
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 18th 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 18th 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, 1st September, 2018, (9.00 a.m.) to Monday, 3rd September, 2018, (5.00 p.m.)
 - ii. The members of the Company as on the "cut-off" date i.e. 28th August, 2018 were entitled to vote on the resolutions (items No.1 to 10 as set out in the Notice of the 18th AGM of the Company).



JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

- iii. The NSDL portal was blocked for voting on 3rd September, 2018 at 5.00 p.m.
- iv. Accordingly, the electronic votes cast were taken into account on conclusion of the 18th AGM and after considering the votes cast by the members through Polling Process at the 18th AGM.
- v. The votes cast were unblocked on September 4, 2018, after counting the votes cast at the 18th Annual General Meeting, in the presence of 2 witnesses Mr. Ajay V Mehta, Practicing Company Secretary (ACS -9332) and Ms. Reema Shah (FCS - 9052) 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.nsd.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 18 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 for the year ended March 31, 2018 together with Reports of the Board of Directors and Auditors and (b) Audited Consolidated Financial Statements for the year ended March 31, 2018 [ORDINARY RESOLUTION]	Votes Cast in Favour	10610431	99.99
		Votes Cast Against	916	0.01
		Total	**10611347	100.00
** Excludes 1000 invalid votes				

Jayshree S. Joshi

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



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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	10684720	99.99
		Votes Cast Against	1343	0.01
		Total	**10686063	100.00
** Excludes 1000 invalid votes				
3.	To appoint a Director in place of Mr. Arun K. Saha (DIN: 00002377) who retires by rotation and offers himself for re-appointment. [ORDINARY RESOLUTION]	Votes Cast in Favour	10662854	99.78
		Votes Cast Against	23130	0.22
		Total	**10685984	100.00
** Excludes 1000 invalid votes				
SPECIAL BUSINESS				
4.	To approve the appointment of Mr. K Ramchand (DIN:00051769) as Managing Director not liable to retire by rotation for a period of five years from April 1, 2018 to March 31, 2023, at a remuneration and upon terms and conditions as set out in the Notice convening 18 th AGM. [ORDINARY RESOLUTION]	Votes Cast in Favour	10662124	99.78
		Votes Cast Against	23156	0.22
		Total	**10685280	100.00
** Excludes 1000 invalid votes				

**JAYSHREE DAGLI & ASSOCIATES**

COMPANY SECRETARIES

5.	To approve the appointment of Mr. Mukund Sapre (DIN: 00051841) as Executive Director, not liable to retire by rotation for a period of five years from April 1, 2018 to March 31, 2023, at a remuneration and upon terms and conditions as set out in the Noticeconvening 18 th AGM. [ORDINARYRESOLUTION]	Votes Cast in Favour	10659354	99.78
		Votes Cast Against	23130	0.22
		Total	**10682484	100.00
** Excludes 1000 invalid votes				
6.	To approve the remuneration of Cost Auditors for FY 2018-19. [ORDINARY RESOLUTION]	Votes Cast in Favour	10681415	99.96
		Votes Cast Against	4569	0.04
		Total	**10685984	100.00
** Excludes 1000 invalid votes				
7.	To offer or invite subscription for secured/ unsecured 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	10661773	99.78
		Votes Cast Against	23661	0.22
		Total	**10685434	100.00
** Excludes 1000 invalid votes				
8.	To approve the alteration of the Articles of Association of the Company. [SPECIAL RESOLUTION]	Votes Cast in Favour	27802	0.26
		Votes Cast Against	10658018	99.74
		Total	**10685820	100.00
** Excludes 1000 invalid votes				

Jayshree S. Joshi

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JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

9.	To authorize Company to charge a fee in advance for delivery of Documents through particular mode, if requested by the Member. [ORDINARY RESOLUTION]	Votes Cast in Favour	10684377	99.98
		Votes Cast Against	1607	0.02
		Total	**10685984	100.00
** Excludes 1000 invalid votes				
10.	To approve the Increase in Authorised Capital of the Company. [ORDINARY RESOLUTION]	Votes Cast in Favour	45243	0.42
		Votes Cast Against	10640741	99.58
		Total	**10685984	100.00
** Excludes 1000 invalid votes				

Jayshree S. Joshi

Jayshree S. Joshi
(Scrutinizer)

Witnesses:

Ajay V. Mehta

A. Mehta

Reema Shah

R. Shah

Jayshree S. Joshi

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



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JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

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 18th Annual General Meeting of the members of **IL&FS Transportation Networks Limited** (the Company) held on Tuesday, 4th day of September, 2018, 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 18th Annual General Meeting of the Equity Shareholders of **IL&FS Transportation Networks Limited**, held on Tuesday, 4th day of September, 2018, 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:

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**JAYSHREE DAGLI & ASSOCIATES**

COMPANY SECRETARIES

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

(a) Audited Standalone Financial Statements for the year ended March 31, 2018 together with Reports of the Board of Directors and Auditors and

(b) Audited Consolidated Financial Statements for the year ended March 31, 2018 .

[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
43	246500561	100.00

(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
NIL	NA	NA

(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
43	246500561	100.00

(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
NIL	NA	NA

(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. Arun K. Saha (DIN: 00002377) 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
41	245964827	100.00

(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
NIL	NA	NA

(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 approve the appointment of Mr. K Ramchand (DIN:00051769) as Managing Director not liable to retire by rotation for a period of five years from April 1, 2018 to March 31, 2023, at a remuneration and upon terms and conditions as set out in the Noticeconvening 18th AGM.
[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
42	245914660	100.00

(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
NIL	NA	NA

(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

J



Resolution No. 5-To approve the appointment of Mr. Mukund Sapre (DIN: 00051841) as Executive Director, not liable to retire by rotation for a period of five years from April 1, 2018 to March 31, 2023, at a remuneration and upon terms and conditions as set out in the Notice convening 18th AGM.

[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
42	246331141	100.00

(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
NIL	NA	NA

(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 approve the remuneration of Cost Auditors for FY 2018-19.

[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
42	246500506	100.00

(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
NIL	NA	NA

(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

J



JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

Resolution No. 7 - To offer or invite subscription for secured/ unsecured 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]]

(j) 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
43	246500561	100.00

(jj) 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
NIL	NA	NA

(jjj) 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. 8 - To approve the alteration of the Articles of Association of the Company.

[SPECIAL RESOLUTION]]

(k) 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
43	246500561	100.00

(kk) 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
NIL	NA	NA

(kkk) 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

S



JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

Resolution No. 9 - To authorize to charge a fee in advance for delivery of Documents through particular mode, if requested by the Member.

[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
43	246500561	10.00

(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
NIL	NA	NA

(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. 10 - To approve the increase in Authorised Capital of the Company.

[ORDINARY RESOLUTION]]

(m) 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
43	246500561	100.00

(mm) 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
NIL	NA	NA

(mmm) 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



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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. Reema Shah

Reema Shah

Date : 05.09.2018

Place : Mumbai