

August 10, 2016

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 EO

Dear Sirs,

Re.: Intimation of Voting Result of 16th Annual General Meeting of the Company held on August 9, 2016


Please note that the 16th Annual General Meeting of the Company was held on August 9, 2016 at 3.00 pm 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 16th 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	August 9, 2016
Total number of shareholders on record date (i.e. cut-off date in case of postal ballot)	55,831
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 2 75
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	 - -



Resolution Required : (Ordinary)			1 - Consider and adopt the (a) Audited Financial Statement, Reports of the Board of Directors and Auditors and (b) Consolidated Financial Statement					
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	240849000	100.0000	240849000	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		240849000	100.0000	240849000	0	100.0000	0.0000
Public Institutions	E-Voting	24399379	15398106	63.1086	15398106	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		15398106	63.1086	15398106	0	100.0000	0.0000
Public Non Institutions	E-Voting	63711648	2135971	3.3526	2135884	87	99.9959	0.0041
	Poll		6251929	9.8129	6251929	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8387900	13.1655	8387813	87	99.9990	0.0010
Total		328960027	264635006	80.4459	264634919	87	100.0000	0.0000

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])*100
Promoter and Promoter Group	E-Voting	240849000	240849000	100.0000	240849000	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		240849000	100.0000	240849000	0	100.0000	0.0000
Public Institutions	E-Voting	24399379	15398106	63.1086	15398106	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		15398106	63.1086	15398106	0	100.0000	0.0000
Public Non Institutions	E-Voting	63711648	2135971	3.3526	2135884	87	99.9959	0.0041
	Poll		6251929	9.8129	6251929	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8387900	13.1655	8387813	87	99.9990	0.0010
Total		328960027	264635006	80.4459	264634919	87	100.0000	0.0000

Resolution Required : (Ordinary)			3 - Declaration of Dividend on Equity 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])*100
Promoter and Promoter Group	E-Voting	240849000	240849000	100.0000	240849000	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		240849000	100.0000	240849000	0	100.0000	0.0000
Public Institutions	E-Voting	24399379	15398106	63.1086	15398106	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		15398106	63.1086	15398106	0	100.0000	0.0000
Public Non Institutions	E-Voting	63711648	2135971	3.3526	2135884	87	99.9959	0.0041
	Poll		6251929	9.8129	6251929	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8387900	13.1655	8387813	87	99.9990	0.0010
Total		328960027	264635006	80.4459	264634919	87	100.0000	0.0000

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Resolution Required : (Ordinary)			4 - Re-appointment of Mr. Hari Sankaran (DIN 00002386) 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	240849000	100.0000	240849000	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		240849000	100.0000	240849000	0	100.0000	0.0000
Public Institutions	E-Voting	24399379	15398106	63.1086	15375260	22846	99.8516	0.1484
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15398106	63.1086	15375260	22846	99.8516	0.1484
Public Non Institutions	E-Voting	63711648	2135971	3.3526	2135665	306	99.9857	0.0143
	Poll		6251929	9.8129	6251929	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8387900	13.1655	8387594	306	99.9964	0.0036
Total		328960027	264635006	80.4459	264611854	23152	99.9913	0.0087

Resolution Required : (Ordinary)			5 - Re-appointment of Mr. Arun Saha (DIN 00002377) 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	240849000	100.0000	240849000	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		240849000	100.0000	240849000	0	100.0000	0.0000
Public Institutions	E-Voting	24399379	15398106	63.1086	15389466	8640	99.9439	0.0561
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15398106	63.1086	15389466	8640	99.9439	0.0561
Public Non Institutions	E-Voting	63711648	2135971	3.3526	2135665	306	99.9857	0.0143
	Poll		6251929	9.8129	6251929	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8387900	13.1655	8387594	306	99.9964	0.0036
Total		328960027	264635006	80.4459	264626060	8946	99.9966	0.0034

Resolution Required : (Ordinary)			6 - Ratify the appointment of Deloitte Haskins & Sells LLP, as Statutory Auditors for FY 2016-17 and to fix their remuneration					
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	240849000	100.0000	240849000	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		240849000	100.0000	240849000	0	100.0000	0.0000
Public Institutions	E-Voting	24399379	15398106	63.1086	15375260	22846	99.8516	0.1484
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15398106	63.1086	15375260	22846	99.8516	0.1484
Public Non Institutions	E-Voting	63711648	2135971	3.3526	2135884	87	99.9959	0.0041
	Poll		6251929	9.8129	6251929	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8387900	13.1655	8387813	87	99.9990	0.0010
Total		328960027	264635006	80.4459	264612073	22933	99.9913	0.0087

Resolution Required : (Ordinary)		7 - Approval of Cost Auditor's Remuneration for FY 2016-17						
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	240849000	100.0000	240849000	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		240849000	100.0000	240849000	0	100.0000	0.0000
Public Institutions	E-Voting	24399379	15398106	63.1086	15398106	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		15398106	63.1086	15398106	0	100.0000	0.0000
Public Non Institutions	E-Voting	63711648	2135971	3.3526	2135884	87	99.9959	0.0041
	Poll		6250179	9.8101	6250179	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8386150	13.1627	8386063	87	99.9990	0.0010
Total		328960027	264633256	80.4454	264633169	87	100.0000	0.0000

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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: 10th August, 2016.

**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 16th Annual General Meeting of the Members of **IL&FS Transportation Networks Limited** (the Company) held on Tuesday, 9th day of August, 2016, at 3.00 p.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 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 16th Annual General Meeting (AGM) of the Members of the Company, held on Tuesday, 9th day of August, 2016.
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 16th 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 16th AGM, based on the reports generated from the e-Voting system provided by the Central Depository Services (India) Limited (**CDSL**), the authorized agency to provide Remote e-Voting facilities, engaged by the Company and from the Polling Process conducted at the 16th AGM.
3. Further to above, I submit my Report as under:-
 - i. The Remote e-Voting period remained open from Saturday, 6th August, 2016, (9.00 a.m.) to Monday, 8th August, 2016, (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. 2nd August, 2016, were entitled to vote on the Resolutions (items No. 1 to 7 as set out in the Notice of the 16th AGM of the Company).
- iii. After the time fixed for closing of the poll by the Chairman, 2(two) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- iv. The locked ballot boxes were 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 5.30 p.m. i.e after counting the votes cast at the 16th 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 CDSL i.e. www.evotingindia.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

Umesh Gupta

Chairman

Encl.: As Above

SA
ANNEXURE

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

- (a) the audited Financial Statements for the year ended March, 31, 2016 together with Reports of the Board of Directors' and Auditors' thereon; and
 (b) the audited Consolidated Financial Statements for the year ended March 31, 2016. [Ordinary Resolution]

Total votes cast: 26,46,35,006				Valid votes: 26,46,35,006				Invalid Votes: NIL			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
25,83,82,990	100.00%	87	*00.00%	62,51,929	100.00%	0	0.00%	26,46,34,919	100.00	87	*00.00%

*Actual 0.00003 rounded off to 00.00

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.

Resolution No. 2- To confirm the Payment of interim dividend as final dividend on Preference Shares.
 [Ordinary Resolution]

Total votes cast: 26,46,35,006				Valid votes: 26,46,35,006				Invalid Votes: NIL			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
25,83,82,990	100.00%	87	*00.00%	62,51,929	100.00%	0	0.00%	26,46,34,919	100.00%	87	*00.00%

*Actual 0.00003 rounded off to 00.00

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.



Resolution No. 3- To declare Dividend on Equity Shares. [Ordinary Resolution]

Total votes cast: 26,46,35,006				Valid votes: 26,46,35,006				Invalid Votes: NIL			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
25,83,82,990	100.00%	87	*00.00%	62,51,929	100.00%	0	0.00%	26,46,34,919	100.00%	87	*00.00%

*Actual 0.00003 rounded off to 00.00

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.

Resolution No. 4- To Appoint a Director in place Mr. Hari Sankaran (DIN: 00002386), who retires by rotation and being eligible offer himself for re-appointment. [Ordinary Resolution]

Total votes cast: 26,46,35,006				Valid votes: 26,46,35,006				Invalid Votes: NIL			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
25,83,59,925	99.99%	23,152	00.01%	62,51,929	100.00%	0	0.00%	26,46,11,854	99.99%	23,152	00.01%

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.



Resolution No. 5- To Appoint a Director in place of Mr. Arun K. Saha (DIN: 00002377), who retires by rotation and being eligible offer himself for re-appointment. [Ordinary Resolution]

Total votes cast: 26,46,35,006				Valid votes: 26,46,35,006				Invalid Votes: NIL			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
25,83,74,131	100.00%	8,946	*00.00%	62,51,929	100.00%	0	0.00%	26,46,26,060	100.00%	8,946	*00.00%

*Actual 0.0034 rounded off to 00.00

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.

Resolution No. 6- To ratify the Appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Reg. No. 117366W/W100018) as Statutory Auditors for the Financial year 2016-17 and to authorize the Board to fix their remuneration. [Ordinary Resolution]

Total votes cast: 26,46,35,006				Valid votes: 26,46,35,006				Invalid Votes: NIL			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
25,83,60,144	99.99%	22,933	00.01%	62,51,929	100.00%	0	0.00%	26,46,12,073	99.99%	22,933	00.01%

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.



Resolution No. 7- To approve the Remuneration payable to Mr. Dattatray Chivilkar, Cost Accountant, Mumbai (Firm Reg. No. 100605) as Cost Auditors for FY 2016-17. [Ordinary Resolution]

Total votes cast: 26,46,33,256				Valid votes:26,46,33,256				Invalid Votes: NIL			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
25,83,82,990	100.00%	87	*00.00%	62,50,179	100.00%	0	0.00%	26,46,33,169	100.00%	87	*00.00%

*Actual 0.00003 rounded off to 00.00

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.

Jayshree S. Joshi

Jayshree S. Joshi
(Scrutiniser)

Countersigned

For IL&FS Transportation Networks Limited

W. S. Gopal

Chairman