

December 3, 2014

General Manager,
Listing Department,
BSE Limited,
P.J. Tower, Dalal Street,
Mumbai 400 001
Fax Nos: 022- 22722037/39/41/61
022-22723121/3719/1278/1557/3354
/3577

Vice President,
Listing Department,
National Stock Exchange of India Limited
'Exchange Plaza', Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
Fax Nos. 022-26598237/38,
022-26598347/48

Scrip Code No: 533177

Scrip Code No: IL&FSTRANS EQ

Dear Sirs,


Re: Notice & Postal Ballot

In terms of Clause 31 of the Listing Agreement, we enclose herewith six (6) copies of the Postal Ballot Notice sent to the Shareholders of the Company for seeking their approval on the agenda item listed out in Postal Ballot Notice

Kindly note that, Mr. S. Anantha Rama Subramanian, Practising Company Secretary, has been appointed as the Scrutinizer for conducting the Postal Ballot process

Thank you

Yours faithfully,
For IL&FS Transportation Networks Limited


Krishna Ghag
Vice President &
Company Secretary

| Transportation

IL&FS Transportation Networks Limited

Regd. Off.: The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra Kurla Complex, Mumbai 400 051

Tel. No.: +91 22 2653 3333 **Facsimile:** +91 22 2652 3979,

Email: itninvestor@ilfsindia.com, **Website:** www.itnindia.com

CIN: L45203MH2000PLC129790

Notice of Postal Ballot

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the 'Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Companies Rules"), for seeking approval of the Members of the Company for the following proposals, as per the resolutions, appended below, by way of Postal Ballot :

- (i) Appointment of Ms. Neeru Singh, as an Independent Director;
- (ii) Increase in the borrowing powers of the Company; and
- (iii) Issue of Non-Convertible Debentures

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form, for your consideration

The Company has, in compliance with Rule 22(5) of the Companies Rules, appointed Mr. S. Anantha Rama Subramanian, Practising Company Secretary, (FCS: 4443; CP No.:1925), Mumbai, as the Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner

In accordance with Clause 35B of the Equity Listing Agreement entered into by the Company with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on which the equity shares of the Company are listed and pursuant to the provisions of Section 110 of the Act read with the Companies Rules, the Company is pleased to provide electronic voting ("e-voting") facility as an alternative to its Members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged National Securities Depository Limited ("NSDL") to provide e-voting facility to the Members of the Company. It may be noted that e-voting is optional. If a Member has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Member votes through e-voting facility and also sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer

The e-voting facility is available at the link: <https://www.evoting.nsdl.com> from 9.30 a.m. onwards on Wednesday, December 3, 2014 till Friday, January 2, 2015 upto 5.30 p.m. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out

Members opting to vote through physical mode i.e., sending the Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed and signed in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of working hours i.e., 5.30 p.m. on Friday, January 2, 2015 failing which it will be treated as if no reply has been received from the concerned Member(s)

The Scrutinizer will submit his report to the Company after the completion of the scrutiny. The results of the Postal Ballot will be declared on Monday, January 5, 2015, at the Registered Office of the Company and will be hosted along with the Scrutinizer's report, on the website of the Company (www.itnindia.com) besides being communicated to BSE and NSE. The result of the Postal Ballot will be subsequently published in atleast one English and one Marathi newspaper circulating in Mumbai. The result of the Postal Ballot will also be displayed at the Registered Office of the Company. The date of declaration of the result of the Postal Ballot shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority

Special Business:

(1) Appointment of Ms. Neeru Singh as an Independent Director of the Company

To consider and, if thought fit, to give assent or dissent to the following resolution proposed to be passed as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), and the applicable provisions of the Listing Agreement, Ms. Neeru Singh (DIN: 06987939), who has been appointed as an Additional Director of the Company on November 11, 2014 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation from the date of declaration of the result of the postal ballot upto to November 10, 2019"

(2) Increase in borrowing powers of the Company

To consider and, if thought fit, to give assent or dissent to the following resolution proposed to be passed as a **Special Resolution**:

“RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company on July 2, 2014, and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, Foreign Exchange Management Act, 1999 including Rules and Regulations framed thereunder, (including any statutory modification thereof and circulars, notifications, clarifications, rules passed thereunder from time to time) and subject to any other approval, if required, consent of the Members of the Company be and is hereby accorded to the Board of Directors or Committee thereof to borrow by way of loans/debentures /bonds/deposits or such securities/instruments (whether secured or unsecured) for the purpose of the business of the Company from the existing limit of ₹ 6,000 Crores to ₹ 7,000 Crores either in Indian Rupees or in Foreign Currency from time to time from any bank(s) or any financial institution(s) or any other institution(s), firm(s), body corporate(s) or other person(s) or from any other source in India or outside India for the purpose of working capital and other requirements of the Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), will exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes;

RESOLVED FURTHER THAT the Board of Directors of the Company or Committee thereof be and are hereby authorized to do all such acts, deeds, as the Board may, in its absolute discretion, consider necessary, expedient or desirable including the power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interests of the Company, as it may deem fit”

(3) Private Placement of Non-Convertible Debentures

To consider and, if thought fit, to give assent or dissent to the following resolution to be passed as a **Special Resolution**:

“RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company on July 2, 2014 and pursuant to the provisions of Sections 42, 71, 179 and all other applicable provisions, if any, of the Companies Act, 2013, proviso to Rule 14(2)(a) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules under the Companies Act, 2013, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, (“Debt Regulations”) (including statutory modification thereof and any circulars, notifications, clarifications, rules passed thereunder from time to time) and in accordance with the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, sanctions, permissions as may be necessary from all appropriate statutory and regulatory authorities, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions which may be agreed to by the Board and subject to the total borrowings of the Company not exceeding the borrowing powers approved by the Members under Section 180(1)(c) of Companies Act, 2013, the approval of the Members of the Company be and is hereby accorded to the Board of Directors to offer or invite subscription for secured/unsecured Non-Convertible Debentures including but not limited to subordinated Debentures, bond, and/or other debt securities, etc. (“NCDs”) (the “Issue”) to the prospective investor(s) on a private placement basis in one or more tranches for an aggregate amount not exceeding ₹ 5,000 Crores, within the overall borrowing limits of the Company, as may be approved by the Members from time to time

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized on behalf of the Company to do such acts, deeds and things as they may in their absolute discretion deem necessary or desirable in connection with such Issue or any matters incidental thereto including but not limited to the class of investors to whom NCDs are to be issued, the determination of the face value, issue price, issue size, timing, amount, security, coupon / interest rate(s), yield, utilization of issue proceeds, listing, allotment and other terms and conditions of Issue; and to deal with all such matters, settle all questions, difficulties or doubts that may arise in regard to the issue or allotment of such Debentures, and take all such steps as may be necessary and to sign / execute, any deeds / documents/agreements/undertakings/papers/writings etc. as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolutions

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to sub-delegate all or any of the above authorizations in favour of a Committee of the Board of Directors subject to such conditions as it may deem fit”

By Order of the Board
For IL&FS Transportation Networks Limited

Krishna Ghag
Vice President &
Company Secretary
Membership No: FCS 4489

November 11, 2014

Registered Office:
The IL&FS Financial Centre,
Plot No. C-22, G-Block,
Bandra – Kurla Complex,
Bandra (East), Mumbai 400051

ANNEXURE TO THE NOTICE

Statement setting out the material facts pursuant to Section 102 of the Act and reasons for proposing the resolutions as stated in the Notice

Item No. 1:

Upon the recommendation of the Nomination & Remuneration Committee, the Board of Directors at their meeting held on November 11, 2014 appointed Ms. Neeru Singh as an Additional Director of the Company

Ms. Singh, Indian Administrative Service Officer of the 1982 Batch has over 28 years of global experience in implementing developmental projects with the United Nations and the Indian Government. She has an exposure to International business with experience in Budgeting and Finance, Procurement, Programme Management, Human Resource Management and is an Advisor on various CSR initiatives

Ms. Singh holds a Bachelor's degree in Arts from the Delhi University and a Masters' Degree in International Relations from Jawaharlal Nehru University. She also possesses MPhil in American Studies from Jawaharlal Nehru University, Delhi

Ms. Singh is a Member of the Corporate Social Responsibility Committee of the Company. She does not hold directorships in any other Company. Ms Singh does not hold any equity shares of the Company

Since, Ms. Singh fulfils the criteria for appointment as an Independent Director in accordance with the provisions of the Companies Act, 2013 and the Listing Agreement, her appointment as an Independent Director of the Company by the Members is recommended. The Board of Directors has co-opted her as an Additional Director (Independent) with effect from November 11, 2014. Hence on approval by the Members of her appointment as an Independent Director she will hold the office from date of passing of the resolution by the members upto November 10, 2019 and she shall not be liable to retire by rotation during her said tenure. A notice has been received from a Member proposing Ms. Singh as a candidate for the office of Director of the Company along with the requisite deposit in accordance with Section 160 of the Act

The terms and conditions for appointment of an Independent Director would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working days, excluding Saturday from 2.00 p.m. to 5.00 p.m. up to the last date of receipt of the postal ballot. The same is also available on the website of the Company (www.itnlindia.com)

Considering Ms. Singh's exposure in handling varied assignments in the International business and expertise in the aforesaid areas, her appointment would be beneficial to the Board and the Company. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Singh as an Independent Director, for the approval by the Members of the Company

Except Ms. Singh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item No. 1

This Statement setting out the material facts may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchanges.

Item No. 2:

The Members of the Company on July 2, 2014 had authorised the Board of Directors to borrow upto a limit of ₹ 6,000 Crores. Considering the funding requirements for investments in current projects awarded to the Company and for future projects as well as for working capital support, it is necessary to increase the approved borrowing limits by ₹ 1,000 Crores from the present limit of ₹ 6,000 Crores to ₹ 7,000 Crores

Prior approval of the Members of the Company is required by way of a Special Resolution, to borrow money in excess of paid-up capital and free reserves of the Company under Section 180 (1) (c) of the Companies Act, 2013. In the interest of the Company, the Board of Directors recommends the passing of this resolution

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of their equity shareholdings in the Company

Item No. 3:

Pursuant to the provisions of Section 42, Section 71, Section 179 of Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company offering or making an invitation to subscribe to Non-Convertible Debentures ("NCDs") is required to obtain the prior approval of the Members of the Company by way of a Special Resolution

Keeping in view the improved economic conditions and the potential for enlarged business activities resulting in the requirements of funds for the Company's business operations and the limited availability of funds through the bank loans, the Company seeks the approval of the Members to enable the Board of Directors to raise resources through issue of NCDs for an aggregate amount not exceeding ₹ 5,000 Crores on a private placement basis in one or more tranches within the overall approved borrowing limits. In the interest of the Company, the Board of Directors recommends the passing of this resolution, as a Special Resolution

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their equity shareholdings in the Company

By Order of the Board
For IL&FS Transportation Networks Limited

Krishna Ghag
Vice President &
Company Secretary
Membership No: FCS 4489

November 11, 2014

Registered Office:
The IL&FS Financial Centre,
Plot No. C-22, G-Block, Bandra – Kurla Complex,
Bandra (East), Mumbai 400051

NOTES:

1. Pursuant to Section 102 of the Act, the Statement setting out material facts and reasons for the proposed Special Businesses is appended above
2. Only a Member entitled to vote is entitled to exercise his vote through Postal Ballot
3. The Notice of the Postal Ballot alongwith the Postal Ballot Form with the self addressed Business Reply Envelope is enclosed for use of the Member. The same will be sent to all the Members whose names appear in the Register of Members / Beneficial Owners as per the details furnished by the Depositories as on November 21, 2014. The Members who have registered their e-mail IDs for receipt of documents in electronic mode will be sent by e-mail. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the Members as on November 21, 2014
4. In compliance with provisions of Section 110 of the Act and Rules framed thereunder, the Company is pleased to provide Members, the facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL)
5. Members can also download the Postal Ballot Form from the link <https://www.evoting.nsdl.com> or www.itnlindia.com or seek duplicate Postal Ballot Form from M/s. Link Intime (India) Private Limited, Registrar & Transfer Agents, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078
6. The voting period ends on the close of Friday, January 2, 2015 at 5.30 p.m. The e-voting module shall also be disabled by NSDL for voting thereafter
7. All the material documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company during office hours on all working days except Saturdays, from 2.00 p.m. to 5.00 p.m. up to the last date of receipt of the postal ballot specified in the accompanying Notice
8. Any query/grievance may please be addressed to Mr. Krishna Ghag, Company Secretary with respect to the voting by Postal Ballot including voting by electronic means on Email id: itnlinvestor@ilfsindia.com or Tel.: 022-2653 3333 or Facsimile : 022 26523979

INSTRUCTION FOR E-VOTING**(a) In case of Shareholders' receiving e-mail from NSDL**

- (i) Open e-mail and open PDF file viz; "ITNL Info e-Voting.pdf" with your Client ID or Folio Number as Password. The said PDF file contains your User ID and Password for e-voting. Please note that the password is an initial password
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- (iii) Click on Member - Login
- (iv) Put user ID and password as initial password noted in step (i) above. Click Login
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles
- (vii) Select "EVEN" of IL&FS Transportation Networks Limited
- (viii) Now you are ready for e-Voting as Cast Vote page opens
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to: income108@yahoo.co.in with a copy marked to evoting@nsdl.co.in

(b) In case of Shareholders' receiving Postal Ballot Form by Post and desiring to cast e-vote:

- (i) Initial password is provided at the bottom of the Postal Ballot Form
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of (a) above, to cast vote

(c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of : www.evoting.nsdl.com**(d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.****(e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)**



IL&FS Transportation Networks Limited

Regd. Off.: The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra Kurla Complex, Mumbai 400 051

Tel. No.: +91 22 2653 3333 Facsimile: +91 22 2652 3979, Email: itninvestor@ifsiindia.com, Website: www.itnindia.com

CIN: L45203MH2000PLC129790

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Serial No. _____

1. Name & Registered Address of the sole/first named Member (In Block Letters)

2. Name(s) of the Joint holder(s) if any :

3. Registered Folio no./DP ID No./ Client Id No.* (*Applicable to Members holding shares in dematerialised form)

4. Number of equity shares held

5. I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated November 11, 2014 of the Company by sending my/our assent (for) or dissent (against) to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Ordinary Resolution for appointment of Ms. Neeru Singh as an Independent Director for a period of five years from November 11, 2014 to November 10, 2019		<input type="checkbox"/>	<input type="checkbox"/>
2.	Special Resolution for increase in borrowing limits of the Company from the existing limit of ₹ 6,000 Crores to ₹ 7,000 Crores pursuant to Section 180(1) (c) of the Companies Act, 2013 and authorizing the Board of Directors or its Committee to do all that is necessary in connection therewith		<input type="checkbox"/>	<input type="checkbox"/>
3.	Special Resolution for issue of Non-Convertible Debentures in one or more tranches, aggregating to an amount not exceeding ₹ 5,000 Crores, on private placement basis pursuant to the provisions of Section 42, Section 71, Section 179 and other applicable provisions of the Companies Act, 2013 and Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable laws and authorizing the Board of Directors or its Committee to do all that is necessary in connection therewith		<input type="checkbox"/>	<input type="checkbox"/>

Place : _____ Date : _____ (Signature of Member)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password / PIN

Note : (i) Kindly read the instructions printed overleaf before exercising the vote through this form or voting

(ii) Last date for receipt of Postal Ballot Forms by Scrutinizer: Friday, January 2, 2015 upto 5.30 p.m

(iii) Postal Ballot Forms received after that date will be treated as if the reply from such Member(s) has not been received

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. S. Anantha Rama Subramanian, Practising Company Secretary, (FCS: 4443; CP No.:1925), Mumbai, in the enclosed self- addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the Member will also be accepted
2. The self-addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Board
3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 5.30 p.m. on Friday, January 2, 2015. All Postal Ballot Forms received after this date will be treated as if reply from such Member(s) has not been received
5. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of Joint Member(s)
6. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter
7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e. 5.30 p.m. on Friday, January 2, 2015
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on cut off date i.e. November 21, 2014
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer
10. A Shareholder need not use all the votes nor does he need to cast all the votes in the same way
11. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding
12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected
13. The result of the Postal Ballot will be posted on the website of the Company : www.itnlindia.com and also published in the newspaper(s) for information of the Members

The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice