

February 10, 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.: Postal Ballot Result**

We wish to inform you that the approval of the Shareholders was sought for appointment of SRBC & Co. LLP, Chartered Accountants (Firm Registration No. 324982E/E300003) as Joint Statutory Auditors of the Company:

S. Anantha & Ved LLP, Practicing Company Secretaries, (Reg. No. AAH-8829), Scrutinizer appointed for conducting the Postal Ballot process have submitted his report today, a copy of which is enclosed

In terms of Regulation 44(3) of the Listing Obligations & Disclosure Requirements 2015, the voting result is also annexed

Based on the outcome of the results of the postal ballot as above, the Chairman announced the resolution as passed today with the requisite majority

Thank you,

For IL&FS Transportation Networks Limited



Krishna Ghag  
Vice President &  
Company Secretary

## Annexure 1

Date of AGM/EGM (The resolution was passed through postal ballot including e-voting)	The date of passing resolution is February 10, 2017 i.e. date of declaring of the postal ballot result
Total number of shareholders as on record date (i.e. cut-off date in case of postal ballot)	54,443
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group	Not Applicable
Public	Not Applicable
No. of shareholders present in the meeting through Video Conferencing:	
Promoter and Promoter Group	Not Applicable
Public	Not Applicable

Resolution Required : (Ordinary)	1 - Ordinary Resolution for approving the appointment of SRBC & Co. LLP, Chartered Accountants (Firm Registration No. 324982E/E300003) as the Joint Statutory Auditors 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
Promoter and Promoter Group	E-Voting	11	21	$[3]=\{2/11\}*100$	14	5	$[6]=\{4/2\}*100$	$[7]=\{5/2\}*100$
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	240849000	240849000	100.0000	240849000	0	100.0000	0.0000
Public Institutions	E-Voting		240849000	100.0000	240849000	0	100.0000	0.0000
	Poll		15513486	59.1762	15513486	0	100.0000	0.0000
	Postal Ballot	26215769	0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		15513486	59.1762	15513486	0	100.0000	0.0000
	Poll		1326610	2.1433	1324523	2087	99.8427	0.1573
	Postal Ballot	61895258	9154	0.0148	9154	0	100.0000	0.0000
Total	E-Voting		1335764	2.1581	1333677	2087	99.8438	0.1562
	Postal Ballot	328960027	257698250	78.3373	257696163	2087	99.9992	0.0008

## S. ANANTHA & VED LLP

(Registered with Limited Liability)

LLP IN : AAH - 8229

C - 316, 3rd Floor, Nirmal Avior - Galaxy  
LBS Marg, Mulund (W), Mumbai - 400 080

Tel : (+91 22) 2591 3041

E-Mail : info@sanantha.com

Website : www.sanantha.com

### Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies  
(Management and Administration) Rules, 2014]

To  
The Chairman  
IL&FS Transportation Networks Limited  
The IL&FS Financial Centre, Plot No. C-22  
G-Block, Bandra- Kurla Complex, Bandra (East)  
Mumbai – 400 051

Dear Sir,

**Sub: Result of the Postal Ballot conducted to obtain the approval of Shareholders of  
IL&FS Transportation Networks Limited (the 'Company')**

I, S. Anantha Rama Subramanian (CP No. 1925), Partner of S. Anantha & Ved LLP, Practising Company Secretaries, (Reg. No. AAH-8829), appointed as the Scrutinizer by the Company for the purpose of Postal Ballot carried out as per Section 108 and 110 of Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 in connection with the passing of the resolution as mentioned in the notice of Postal Ballot dated 02<sup>nd</sup> December, 2016 submit my report as under:

1. The dispatch of Notice dated 02<sup>nd</sup> December, 2016, was completed on Tuesday, January 10, 2017;
2. The e-voting period commenced on Tuesday, January 10, 2017 (09.00 a.m. IST) and ended on Wednesday, February 08, 2017 (05.00 p.m. IST);
3. The last date of receipt of Postal Ballot Form was Wednesday, February 08, 2017 (05.00 p.m. IST);
4. The Shareholders holding the shares as on the "cut-off" date i.e., Saturday, December 31, 2016 were entitled to vote on the proposed resolution;
5. 39 Postal Ballot Forms were received and 313 shareholders cast their vote on e-voting platform;

*S. Anantha Rama Subramanian* ...2





## S. ANANTHA & VED LLP

(Registered with Limited Liability)

LLP IN : AAH - 8229

C - 316, 3rd Floor, Nirmal Avior - Galaxy  
LBS Marg, Mulund (W), Mumbai - 400 080

Tel : (+91 22) 2591 3041

E-Mail : info@sanantha.com

Website : www.sanantha.com

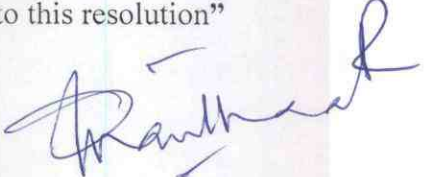
: 2 :

6. The Postal Ballot Forms were scrutinized and the signatures of the Members who had cast their votes were verified with their specimen signatures registered with RTA as provided by the depositories;
7. There were no instances of voting by both the modes by the same shareholder(s) viz., by way of e-voting and also through physical Postal Ballot Form;
8. At the end of voting period on Wednesday, February 08, 2017 (05.00 p.m. IST), I collected from the office of the RTA all the Postal Ballot Forms received from the Shareholders; and
9. The Report of the Postal Ballot was duly compiled and accordingly the result of Postal Ballot which includes e-voting is as under:

### Appointment of SRBC & Co. LLP, Chartered Accountants as Joint Statutory Auditors:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof for the time being in force), the proposed appointment of SRBC & Co. LLP, Chartered Accountants, (Firm Registration No. 324982E/E300003) as the Joint Statutory Auditors be and is hereby approved and they shall hold the office till the conclusion of the ensuing Annual General Meeting at such remuneration plus service tax as applicable and reimbursement of out-of pocket expenses in connection with the audit as the Board of Directors may fix in consultation with them

**RESOLVED FURTHER THAT** any one Director of the Company or Mr. Dilip Bhatia, Chief Financial Officer and Mr. Krishna Ghag, Vice President & Company Secretary be and is hereby severally authorized to take all actions and to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient to give effect to this resolution”

 ...3



**S. ANANTHA & VED LLP**

(Registered with Limited Liability)

LLP IN : AAH - 8229

C - 316, 3rd Floor, Nirmal Avior - Galaxy

LBS Marg, Mulund (W), Mumbai - 400 080

Tel : (+91 22) 2591 3041

E-Mail : info@sanantha.com

Website : www.sanantha.com

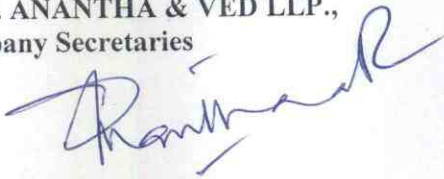
: 3 :

Further, to the scrutiny of the said forms and e-Votes, I hereby certify the following Result of Postal Ballot in connection with the Ordinary Resolution proposed under Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013:

**Total number of Postal Ballot Forms / e-Votes considered in connection with the passing of the above mentioned Ordinary Resolution:**

Sr. No.	Particulars	No. of Postal Ballot Forms (39) / e-Votes (313)	No of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	335	257,696,163	99.999
B	Votes against the Resolution	12	2,087	00.001
C	<b>Total Valid Votes (A + B)</b>	<b>347</b>	<b>257,698,250</b>	<b>100.000</b>
D	Invalid votes (signatures not tallied and / or Vote not casted)	5	936	--
	<b>Total (C + D)</b>	<b>352</b>	<b>257,699,186</b>	<b>--</b>

For S. ANANTHA & VED LLP.,  
Company Secretaries



S. Anantha Rama Subramanian  
Partner  
CP No. 1925

Date: 10<sup>th</sup> February, 2017  
Place: Mumbai