

| Transportation

IL&FS Transportation Networks Limited

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

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

Email: itnlinvestor@iflindia.com, **Website:** www.itnlindia.com

CIN: L45203MH2000PLC129790

Postal Ballot

Dear Member,

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 by way of Postal Ballot for increase in borrowing powers of the Company as per the special resolution given below

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

Members having shares in demat form and in physical form may vote either by way of Postal Ballot or by way of Remote e-voting. In case you wish to exercise your vote by using Remote e-voting facility, you are required to follow the instructions as given in Note 4 of the accompanying notice

Special Business:

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 resolution dated January 5, 2015, passed by the Members of the Company 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 be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any duly authorised Committee constituted or may hereinafter be constituted) to borrow by way of loans/debentures/bonds/deposits or such securities/instruments (whether secured or unsecured, rated or unrated, listed or unlisted) for the purpose of the business of the Company upto a limit of ₹ 9,000 Crores in place of the existing limit of ₹ 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/bodies corporate 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”.

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

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

Mumbai, August 10, 2015

NOTES:

1. The Notice of the Postal Ballot is being 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 August 21, 2015
2. 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 Remote e-voting facility through National Securities Depository Limited (“NSDL”)
3. Members whose e-mail addresses are registered with the Company / Depositories are being sent Notice of Postal Ballot by email and others are sent by registered post along with Postal Ballot Form with the self-addressed Business Reply Envelope. Members who have received Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form are requested to 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, (Unit: IL&FS Transportation Networks Ltd) C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078 and the duly filled in Form should be sent to the Scrutinizer
4. Instructions for Remote e-voting (“e-voting”) are as under:
 - (a) The remote e-voting period commences on Thursday, August 27, 2015 (9.00 am IST) and ends on Saturday, September 26, 2015 (5.30 pm IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently
 - (b) The voting rights of Members shall be in proportion to their share in the paid up share capital of the Company as on the cut-off date i.e. Friday, August 21, 2015
 - (c) A Member can opt for only one mode of voting i.e. either through remote e-voting or by ballot. If a Member casts votes by both modes, then the voting done through e-voting shall prevail and ballot shall be treated as invalid
 - (d) In case a Member receives an e-mail from NSDL (for Members whose email addresses are registered with the Depositories):
 - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote 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 Shareholder –Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note 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 remote e-voting opens. Click on remote e-voting: Active Voting Cycles
 - (vii) Select “EVEN” (Remote E-voting Event Number) of “IL&FS Transportation Networks Limited”
 - (viii) Now you are ready for remote 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 shareholders (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
- (e) In case a Member receives physical copy of the Postal Ballot Notice:
- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form:

EVEN(Remote e-voting Event Number) USER-IDPASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote
- (f) The Scrutinizer will submit his report to the Company on or before Tuesday, September 29, 2015, after the completion of the scrutiny. The results of the Postal Ballot will be declared, subsequently, at the Registered Office of the Company and will be displayed along with the Scrutinizer’s report, on the website of the Company (www.itnlindia.com) besides being communicated to the depositories, and the stock exchanges viz., BSE and NSE, after the declaration of result by the Chairman or a person authorized by him in writing
5. In case of any queries pertaining to e-Voting, members may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads section of <http://www.evoting.nSDL.com/> or contact Mr. Rajiv Ranjan, Assistant Manager, NSDL 4th floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Lower Parel, Mumbai – 400013; at email: rajivr@nsdl.co.in, Telephone No.: 022-2499 4738
6. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the Members at the Company’s Registered Office on all working days (except Saturdays, Sundays and Public holidays) between 2.00 pm and 5.00 pm up to the last date of the receipt of the postal ballot.

ANNEXURE TO THE NOTICE

STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE ACT AND REASONS FOR PROPOSING THE RESOLUTION AS STATED IN THE NOTICE

Increase in the borrowing power to the Board of Directors under Section 180 (1) (c) of the Companies Act, 2013:

On January 5, 2015, the Members of the Company had authorised the Board of Directors to borrow upto a limit of ₹ 7,000 Crores. The Members had also authorised the Board of Directors of the Company under Section 180 (1) (a) of the Companies Act, 2013, to create, modify charge on the movable and/ or the immovable properties of the Company against the borrowings from time to time

Considering the investments and funding support required for the current and future projects as well as towards the working capital, your Directors are of the view that the existing borrowing power of the Company be increased to ₹ 9,000 Crores from the existing authorised borrowing limit of ₹ 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 pursuant to 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

All documents referred to in the accompanying notice are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public holidays) between 2.00 pm and 5.00 pm up to the last date of the receipt of the postal ballot

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

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

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

Mumbai, August 10, 2015

IL&FS TRANSPORTATION NETWORKS LIMITED

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Postal Ballot Form

(To be returned to Scrutinizer appointed by the Company)

Sr. No.:

1. Name and Registered address of :
the sole / first named Member
(In Block Letters)

2. Name(s) of 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 :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated August 10, 2015 of the Company by sending my/our assent (for) or dissent (against) to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Description	No. of shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Special Resolution for increase in borrowing limits of the Company from the existing limit of ₹ 7,000 Crores to ₹ 9,000 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013 and authorizing the Board of Directors or Committee thereof to do all that is necessary in connection therewith			

Place :

Date :

Signature of the Shareholder / Beneficial owner

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

Note :

- (i) Kindly read the instructions printed overleaf before exercising the vote through this form or remote e-voting
- (ii) Last date for receipt of Postal Ballot Forms by Scrutinizer: Saturday, September 26, 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 September 26, 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 September 26, 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. August 21, 2015
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
14. 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 Note 4 to the Postal Ballot Notice.