

Notice

Notice is hereby given that the Sixteenth Annual General Meeting of IL&FS Transportation Networks Limited will be held at Y B Chavan Auditorium, Next to Sachivalaya Gymkhana, Opp. Mantralaya, Gen. J. Bhosale Marg, Mumbai 400 021 on August 9, 2016 at 3.00 p.m. to transact the following business:

Ordinary Business

- (1) To receive, consider and adopt:
 - (a) the Audited Financial Statements for the year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements for the year ended March 31, 2016
- (2) To confirm the payment of interim dividend as final dividend on Preference Shares
- (3) To declare dividend on Equity Shares
- (4) To appoint a director in place of Mr. Hari Sankaran (DIN 00002386), who retires by rotation and being eligible offers himself for re-appointment
- (5) To appoint a director in place of Mr. Arun K Saha (DIN 00002377), who retires by rotation and being eligible offers himself for re-appointment
- (6) Appointment of Auditors

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai, Registration Number 117366W/W100018, as the Statutory Auditors of the Company be and is hereby ratified for the FY 2016-17, to enable them to continue as the Statutory Auditors of the Company till the conclusion of the Annual General Meeting to be held in FY 2017-18 and authorise the Board of Directors to determine their remuneration

Special Business

- (7) Approval of Cost Auditor’s remuneration for FY 2016-17

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment(s) thereof, Mr. Dattatray Chivilkar, Cost Accountant, Mumbai bearing Firm Registration No. 100605 appointed by the Board of Directors to conduct the audit of the cost records of the Company for FY 2016-17 be paid a remuneration of ₹ 200,000/- plus service tax as applicable and reimbursement of out of pocket expenses incurred by him in connection with the aforesaid audit”

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

Krishna Ghag
Vice President &
Company Secretary

Mumbai, May 13, 2016

Registered Office:
The IL&FS Financial Centre,
C-22, G-Block, Bandra – Kurla Complex,
Bandra (East), Mumbai 400051

CIN: L45203MH2000PLC129790

Notes

1. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, trusts, etc., must be supported by appropriate resolutions / authority, as applicable**

A person can act as a proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total paid-up share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member

2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the business under Item No. 7 of the Notice is annexed hereto. The relevant details as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for persons seeking Appointment/ Re-appointment as Directors under Item No. 4 and 5 of the Notice are also annexed
3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing such representative(s) to attend and vote on their behalf at the Meeting
4. 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 to 5.00 pm prior to the date of this Annual General Meeting
5. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, August 2, 2016 to

Tuesday, August 9, 2016 (both days inclusive)

6. The Dividend as recommended by the Board of Directors on the Equity Shares of the Company, if approved by the Shareholders at the 16th Annual General Meeting shall be paid:
 - (i) to those Members, holding shares in physical form, whose names appear on the Register of Members at the close of business hours on Tuesday, August 9, 2016 after giving effect to all the valid transfers received in physical form lodged on or before Monday, August 1, 2016 with the Company and/ or its Registrar & Transfer Agents; and
 - (ii) to those Members, holding shares in electronic form, whose names appear as Beneficial Owners as on the closing hours of business on Monday, August 1, 2016 as per the details furnished by the Depositories for this purpose
7. Members are requested to immediately intimate changes, if any, in their registered addresses along with pin code number to the Company or the Registrar & Share Transfer Agents. Members holding shares in dematerialised mode are requested to intimate the same to their respective depository participants
8. In order to avail the facility of Electronic Clearing Service (ECS), Members holding shares in physical form are requested to provide bank account details to the Company or the Registrar & Share Transfer Agents. Members holding shares in dematerialised mode are requested to instruct their respective Depository Participants their details of bank account in which they wish to receive the dividends. The Company/Registrars & Share Transfer Agents will not act on any request received from the Members holding shares in dematerialised form for carrying out any change/deletion of such bank account details
9. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate risks associated with physical shares
10. The Company is obliged to print bank details on the Dividend warrants as furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL")

hereinafter referred to as (“the Depositories”) to the Company and the Company cannot entertain any request for deletion/change of Bank details already printed on the Dividend warrant(s) based on the information received from the concerned Depositories without confirmation from them. In this regard, Members are advised to contact their Depository Participant (DP) and furnish them the particulars of any change desired

11. In terms of the provisions of Section 205C of the Companies Act, 1956 (which are still applicable as the relevant sections under the Companies Act, 2013 are yet to be notified) dividend amount remaining unpaid/unclaimed for a period of 7 years would be transferred to the “Investor Education and Protection Fund (IEPF)”, constituted by the Central Government. Members who have not yet encashed their dividend warrant(s) for the financial year 2009-10 onwards are requested to make their claims without any delay to the Company

Pursuant to the provisions of the IEPF (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules 2012, the details of unpaid / unclaimed dividend amounts lying with the Company as on August 26, 2015 (date of last AGM) have been displayed on the website of the Company (www.itnlindia.com) and are also available on the website of the Ministry of Corporate Affairs

12. The Notice of the AGM along with the Annual Report is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member had requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode
13. Members intending to require information or clarifications about the Financial Accounts, to be explained at the Meeting are requested to inform the Company atleast a week in advance to enable the Company to compile the information and provide replies at the Meeting
14. Members are requested to bring their copy of the Annual Report to the Meeting
15. Process and manner for Voting through electronic means is given below:

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is providing the facility of ‘Remote E-voting’ (voting from a place other than at the venue of the AGM) to exercise their right to vote at the 16th Annual General Meeting of the Company. The business may be transacted through remote e-voting services rendered by Central Depository Services (India) Limited (CDSL) on all resolutions set forth in this Notice. The members attending the Meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting
- ii. Mrs. Jayshree S. Joshi (FCS: 1451; CP No.: 487), Proprietress of Jayshree Dagli & Associates, Company Secretaries, Mumbai has been appointed as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner
- iii. The remote e-voting period commences on Saturday, August 6, 2016 (9.00 am IST) and ends on Monday, August 8, 2016 (5.00 pm IST). During this period, Members holding shares in physical or dematerialized form, as on the cut-off date i.e. Tuesday, August 2, 2016, may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently
- iv. 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. Tuesday, August 2, 2016
- v. 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
- vi. The procedure and instructions for remote e-voting areas follows:
 - a. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com

- b. Now click on "Shareholders" to cast your votes.
- c. Now, fill up the following details in the appropriate boxes:

User - ID will be	a. For members holding shares through CDSL: 16 digits beneficiary ID
	b. For members holding shares through NSDL: 8 Character DP ID followed by 8 Digits Client ID
	c. Members holding shares in Physical Form : Enter Folio Number registered with the Company

- d. Next, enter the Image Verification as displayed and Click on Login
- e. If you are a first time user (Both - Members holding shares in demat and physical form), follow the steps given below:

If wish to use PAN

- i. Enter your 10 digit alpha-numeric PAN issued by Income Tax Department
- ii. Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field

If wish to use Dividend Bank Details or Date of Birth (DoB)

- i. Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.
- ii. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vi) (c) above
- f. After entering the above details appropriately, click on "SUBMIT"
- g. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password

field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided, that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential

- h. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- i. Now, select the Electronic Voting Sequence Number ("EVS") for "IL&FS Transportation Networks Limited" from the drop down menu and click on "SUBMIT"
- j. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution
- k. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
- l. After selecting the resolution, if you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote
- m. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
- n. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page
- o. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system

- p. **Shareholders can also cast their vote using CDSL's Mobile App "M-Voting" available for android based mobiles. The "M-Voting App" can be downloaded from Google Play Store, Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile**
- q. **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
- r. The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting, with the assistance of the Scrutinizer, by use of Poll for all those Members who are present at the AGM, but have not cast their votes by availing the remote e-voting facility
- s. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall not later than three days of conclusion of the meeting, issue a consolidated Scrutinizers Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him who shall countersign the same and shall declare the Result of the voting forthwith
- t. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- u. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.itnlindia.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 and Rule 15(3) of Companies (Meetings of Board and Its Powers) Rules, 2014

Item no. 7

The Board of Directors on the recommendation of the Audit Committee, had approved the appointment of Mr. Dattatray Chivilkar, Cost Accountant, to conduct the audit of the cost records of the Company for FY 2016-17

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor for FY 2016-17 is required to be approved by the Members of the Company. Accordingly, the Members are requested to approve the remuneration payable to the Cost Auditor for the financial year ending March 31, 2017, as set out in the Resolution No 7 of the Notice

None of the Directors, Promoters or Key Managerial Personnel of the Company or their relatives is concerned

or interested, financially or otherwise in the said Resolution

The Board of Directors recommend the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members

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

Krishna Ghag
Vice President &
Company Secretary

Mumbai, May 13, 2016

Registered Office:
The IL&FS Financial Centre,
C-22, G-Block, Bandra – Kurla Complex,
Bandra (East), Mumbai 400051

CIN: L45203MH2000PLC129790

Details of Directors seeking Appointment / Re-Appointment as required under Regulation 36 of SEBI (Listing Obligations And Disclosure Requirements) Regulations 2015

Particulars	Mr. Hari Sankaran	Mr. Arun K Saha
Date of Birth	February 19, 1961	March 27, 1953
Date of Appointment	November 29, 2000	January 6, 2001
Qualifications	B.A.-Economics M.Sc – Economics from London School of Economics	Master's degree in Commerce Associate Member of the Institute of Chartered Accountants of India and Associate Member of the Institute of Companies Secretaries of India
Expertise in specific functional areas	Eminent Profession with rich and varied experience in Infrastructure & financial services segment	Has considerable experience in the areas of financial services, infrastructure and asset management
Relationships between directors inter se	-	-
Directorships in other Listed Companies*	-	Noida Toll Bridge Company Limited
Membership of Committees in other Listed Companies (includes only Audit & Stakeholders' Relationship Committee)	-	Member of Audit Committee - Noida Toll Bridge Company Limited
No. of Shares held in the Company	637,916	401,801

* Excludes Directorships in Private Limited Companies, Foreign Companies and Government bodies

IL&FS Transportation Networks Limited

Regd. Office: The IL&FS Financial Centre, C-22, G-Block, Bandra – Kurla Complex, Bandra (East), Mumbai 400051
 Tel. No.: +91 22 2653 3333, Facsimile: +91 22 2652 3979,
 Email: itnlinvestor@ilfsindia.com, website: www.itnlindia.com
 CIN: L45203MH2000PLC129790

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP Id*		Folio No.	
Client Id*		No. of Shares	

NAME AND ADDRESS OF THE MEMBER

I hereby record my presence at the **ANNUAL GENERAL MEETING** of IL&FS Transportation Networks Limited held on August 9, 2016 at 3.00 p.m. at Y. B. Chavan Auditorium, Gen. J. Bhosale Marg, Next to Sachivalaya Gym., Opp. Mantralaya, Mumbai 400 021

* Applicable for investors holding shares in electronic form

Signature of Member / Proxy

IL&FS Transportation Networks Limited

Regd. Office: The IL&FS Financial Centre, C-22, G-Block, Bandra – Kurla Complex, Bandra (East), Mumbai 400051
 Tel. No.: +91 22 2653 3333, Facsimile: +91 22 2652 3979,
 Email: itnlinvestor@ilfsindia.com, website: www.itnlindia.com
 CIN: L45203MH2000PLC129790

PROXY FORM

Name of the member(s):		e-mail Id:	
Registered address:		Folio No/ *Client Id / *DP Id:	

I/We, being the member(s) of _____ shares of IL&FS Transportation Networks Limited, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Annual General Meeting** of the Company, to be held on August 9, 2016 at 3.00 p.m. at Y. B. Chavan Auditorium, Gen. J. Bhosale Marg, Next to Sachivalaya Gym., Opp. Mantralaya, Mumbai 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. Consider and adopt the (a) Audited Financial Statement, Reports of the Board of Directors and Auditors and (b) Consolidated Financial Statement		
2. Confirm the Payment of Interim Dividend as Final Dividend on Preference Shares		
3. Declaration of Dividend on Equity Shares		
4. Re-appointment of Mr. Hari Sankaran (DIN 00002386) who retires by rotation		
5. Re-appointment of Mr. Arun Saha (DIN 00002377) who retires by rotation		
6. Ratify the appointment of Deloitte Haskins & Sells LLP, as Statutory Auditors for FY 2016-17 and to fix their remuneration		
7. Approval of Cost Auditor's Remuneration for FY 2016-17		

Signed this..... day of.....2016

Signature of Member

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Affix a
15 paise
Revenue
Stamp

* Applicable for members holding shares in electronic form

P.T.O.

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Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting**
- (2) A Proxy need not be a member of the Company**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes
- (6) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated