

January 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: Notice of Postal Ballot**

In terms of Regulation 29 of Securities Exchange Board of India (Listing Obligation & Disclosure Requirement), Regulations, 2015, we enclose a copy of the Postal Ballot Notice dated December 2, 2016 sent to the Shareholders of the Company today for seeking their approval for appointment of SRBC & Co. LLP, Chartered Accountants (Firm Registration No. 324982E/E300003) as Joint Statutory Auditors of the Company

Kindly note that, Mr. S. Anantha Rama Subramanian (CP No. 1925), Partner, S. Anantha & Ved LLP, Practising Company Secretaries, (Reg No. AAH-8829), 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. Office:** 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@ilfsindia.com](mailto:itnlinvestor@ilfsindia.com), **Website:** [www.itnlindia.com](http://www.itnlindia.com)

**CIN:** L45203MH2000PLC129790

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### Postal Ballot

Dear Member,

Notice is hereby given that 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") including any statutory modification(s) or re-enactment thereof for the time being in force, the Company is seeking approval of the Members of the Company for appointment of SRBC & Co. LLP, (Firm Reg. No. 324982E/E300003) Chartered Accountants as Joint Statutory Auditors to hold office until the conclusion of the ensuing Annual General Meeting of the Company

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 (CP No. 1925), Partner, S. Anantha & Ved LLP, Practising Company Secretaries, (Reg No. AAH-8829) 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, Members wish to exercise their vote by using e-voting facility, they are required to follow the instructions in Note No. 4 of the accompanying notice

### **SPECIAL BUSINESS**

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

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

**"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"

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

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

Mumbai, December 2, 2016

## 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 December 31, 2016
2. In accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and pursuant to the provisions of Section 108 and 110 of the Act read with the related Rules, the Company is pleased to provide remote e-voting ("e-voting") facility to all its Members through National Securities Depository Limited ("NSDL") to enable them to cast their votes electronically
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 courier / 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](http://www.itnlindia.com) or seek duplicate Postal Ballot Form from **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 are as under:
  - (a) The remote e-voting period commences on Tuesday, January 10, 2017 (9.00 am IST) and ends on Wednesday, February 8, 2017 (5.00 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. December 31, 2016
  - (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  
  
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote evoting.pdf".
    - (ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote
      - (a) In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
      - (b) In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
      - (c) Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
    - (iii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iv) Click on Shareholder – Login

- (v) Put user ID and password as initial password/PIN noted in step (i) above. Click Login
  - (vi) 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
  - (vii) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles
  - (viii) Select “EVEN” (Remote E-voting Event Number) of “IL&FS Transportation Networks Limited”
  - (ix) Now you are ready for remote e-voting as Cast Vote page opens
  - (x) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted
  - (xi) Upon confirmation, the message “Vote cast successfully” will be displayed
  - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote
  - (xiii) 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](mailto:income108@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto: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. (xiii) above, to cast vote
- (f) The Scrutinizer will submit his report to the Company on or before Friday, February 10, 2017, 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](http://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 4<sup>th</sup> floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Lower Parel, Mumbai – 400013; at email: [rajivr@nsdl.co.in](mailto: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**

Deloitte Haskins & Sells LLP were appointed as the Statutory Auditors of the Company for a period of 3 years at the Annual General Meeting (AGM) held on August 21, 2014 upto the conclusion of 17<sup>th</sup> AGM to be held in FY 2017-18. Accordingly, the term of appointment of Deloitte Haskins & Sells LLP shall expire till the conclusion of the ensuing AGM

In order to ensure smooth transition of the auditing process and seamless integration of the new Auditor with the system & process of the Company, it is proposed to appoint SRBC & Co. LLP, Chartered Accountants (Firm Registration No. 324982E/E300003) as the Joint Statutory Auditors of the Company alongwith Deloitte Haskins & Sells, LLP upto the conclusion of the ensuing Annual General Meeting

The appointment of Joint Statutory Auditor is not mandated by law, but is being proposed as a voluntary measure to provide adequate handholding period to the new Auditor before it takes complete rein from the existing auditor

SRBC & Co. LLP, Chartered Accountants, have conveyed their consent to be appointed as the Joint Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013

All documents referred to in the accompanying notice are open for inspection by the Shareholders 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

The Board of Directors of the Company recommends passing of the Resolution set out above of the accompanying Notice as an Ordinary Resolution

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

By Order of the Board of Directors  
For IL&FS Transportation Networks Limited  
Krishna Ghag  
Vice President &  
Company Secretary  
Membership No: FCS 4489

Mumbai, December 2, 2016

**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:** [itninvestor@ilfsindia.com](mailto:itninvestor@ilfsindia.com), **Website:** [www.itnlindia.com](http://www.itnlindia.com)

**CIN:** L45203MH2000PLC129790

**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 **Ordinary Resolution** to be passed through Postal Ballot for the special business stated in the Postal Ballot Notice dated December 2, 2016 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)
<b>Ordinary Resolution</b> for approving the appointment of SRBC & Co. LLP, Chartered Accountants (Firm Registration No. 324982E/E300003) as the Joint Statutory Auditors of the Company			

Place :

Date :

\_\_\_\_\_  
Signature of the Member / 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: Wednesday, February 8, 2017 upto 5.00 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 (CP No. 1925), Partner, S. Anantha & Ved LLP, Practising Company Secretaries, (Reg no. AAH-8829), 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. 5.00 p.m. on February 8, 2017. 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., 5.00 p.m. on February 8, 2017
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. December 31, 2016
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](http://www.itnlindia.com)
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 No. 4 to the Postal Ballot Notice