

August 7, 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 17th Annual General Meeting of the Company scheduled on August 29, 2017

Pursuant to Regulation 30 (4) of SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, please find enclosed the Notice of 17th Annual General Meeting of the Company scheduled on Tuesday, August 29, 2017 dispatched to shareholders on August 5, 2017

Thank you

Yours faithfully,

For IL&FS Transportation Networks Limited



Krishna Ghag
Vice President &
Company Secretary

NOTICE

Notice is hereby given that the Seventeenth 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 Tuesday, August 29, 2017 at 11.00 a.m. to transact the following business:

Ordinary Business

- (1) To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statements for the year ended March 31, 2017 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, 2017
- (2) To confirm the payment of interim dividend as final dividend on Preference Shares
- (3) To appoint a director in place of Mr. Ravi Parthasarathy (DIN: 00002392), who retires by rotation and being eligible offers himself for re-appointment
- (4) 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 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, SRBC & Co. LLP, Chartered Accountants (Firm Registration No. 324982E/E30003) be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 22nd AGM of the Company to be held in the financial year 2022 (subject to ratification, if any, required as per the applicable provisions of the law from time to time, of their appointment at every AGM) 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”

SPECIAL BUSINESS

- (5) To consider and, if thought fit, to give assent or dissent to the following resolution to be passed 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 and Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification(s) / re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Chivilkar Solanki & Associates, Cost Accountants, Mumbai (Firm Registration No.: 000468) as Cost Auditors to conduct the audit of the cost records of the Company for FY 2017-18, as recommended by the Audit Committee and approved by the Board of Directors of the Company, amounting to ₹ 2,00,000/- (Rupees Two Lakhs) plus service tax as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby approved”

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 71, 179 and all other applicable provisions, if any, of the Companies Act, 2013, read with proviso to Rule 14(2)(a) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules, if any, made thereunder, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, (“Debt Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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, bonds, 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 ₹ 3,500 Crore, 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 resolution

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

Mumbai, May 29, 2017

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 Nos. 5 & 6 of the Notice is annexed hereto. The relevant details as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) for persons seeking Appointment/Re-appointment as Director under Item No. 3 of the Notice is also annexed
3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Act 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 22, 2017 to Tuesday, August 29, 2017 (both days inclusive)
 6. The Register of Directors and Key Managerial Persons and their shareholding, maintained under Section 170 of the Act, will be available for inspection by the Members at the AGM
 7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM
 8. 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
 9. 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
 10. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate risks associated with physical shares
 11. The Company is obliged to print bank details on the Dividend warrants as furnished by National Securities Depository Limited ("NSDL") and Central Securities Depository 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
 12. In terms of the provisions of Section 124 of the Companies Act, 2013, 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 9, 2016 (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
13. The Notice of the AGM along with the Annual Report 2016-17 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
 14. 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
 15. Members are requested to bring their copy of the Annual Report to the Meeting
 16. A Route-map showing directions to reach the venue of the 17th Annual General Meeting of the Company is enclosed to the notice as per the requirements of "Secretarial Standards-2" on General Meetings
 17. Process and manner for voting through electronic means
 - i. In compliance with provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGMs ("remote e-voting") will be provided by NSDL.

- ii. Mrs. Jayshree S. Joshi (FCS: 1451; CP No.: 487), proprietor 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 facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper
- iv. The remote e-voting period commences on Saturday, August 26, 2017 (9.00 am IST) and ends on Monday, August 28, 2017 (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 22, 2017, may cast their votes electronically. 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
- v. 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 22, 2017
- vi. 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
- vii. The procedure and instructions for remote e-voting areas follows:

(a) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :

1. 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 e-voting.pdf".

2. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
3. Click on Shareholder - Login
4. Put your user ID and password. Click Login.
5. 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.

6. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 7. Select "EVEN" of "IL&FS Transportation Networks Limited".
 8. Now you are ready for remote e-voting as Cast Vote page opens.
 9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 10. Upon confirmation, the message "Vote cast successfully" will be displayed.
 11. Once you have voted on the resolution, you will not be allowed to modify your vote.
 12. 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 jayshreedagli@gmail.com with a copy marked to evoting@nsdl.co.in
- (b) In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
EVEN (Remote e-voting Event Number)
USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- (d) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote

NOTE: 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

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID)

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No)

- viii. 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).
- ix. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, August 22, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Link Intime India Limited, Registrar & Transfer Agents
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990
- x. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM
- xi. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper
- xii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility
- xiii. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

- xiv. 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 NSDL 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. 5

The Board of Directors on the recommendation of the Audit Committee, had approved the appointment of M/s. Chivilkar & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for FY 2017-18

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 2017-18 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, 2018, as set out in the Resolution No 5 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. 5 of the Notice for approval by the Members

A copy of all the documents would be available for inspection at the Registered Office of the Company on all working days except Saturday and Sunday, between 2.00 p.m. and 5.00 p.m. upto the date of the meeting

Item no. 6

Private Placement of Non-Convertible Debentures

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 which is valid for a year. The validity of the Special Resolution passed by the Members on June 27, 2016 authorizing the Board of Directors to issue Non-Convertible Debentures to the extent of ₹ 2,500 Crore has since expired. Out of the aforesaid, the Company had raised only an amount of ₹ 1,500 Crore over the previous year

since, the Company had been considering lowering its short term nature of debt to a longer term debt from an operational perspective. The Company has been able to achieve significant correction by reducing the short term debt to 26% as at the end of March 31, 2017. In order to continue this trend to avail of longer term fund, the Company proposes to seek fresh approval for raising a sum of upto ₹ 3,500 Crore by issue of NCDs so as to bring down the short term debt level

The resolution contained in the accompanying Notice, accordingly, seeks shareholders' approval through Special Resolution for Private Placement of Non-Convertible Debentures to the prospective investor(s) in one or more tranches for an aggregate amount not exceeding ₹ 3,500 Crore and authorizing Board of Directors including any Committee thereof for the aforesaid purpose and to complete all formalities in this connection

The Board of Directors of the Company recommends the Resolution to be passed as a Special Resolution as set out in the accompanying Notice for approval of the Members

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.

A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days except Saturday and Sunday, between 2.00 p.m. and 5.00 p.m. upto the date of the meeting

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

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

Mumbai, May 29, 2017

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 and Secretarial Standard 2 (SS-2) with respect to Director Seeking Appointment / Re-appointment is as under:

Particulars	Mr. Ravi Parthasarathy
Date of Birth	October 4, 1952
Date of Appointment	June 8, 2006
Qualifications	(i) B.Sc. (ii) MBA from IIM, Ahmedabad
Expertise in specific functional areas	Eminent Professional with rich and varied experience in Infrastructure & Financial services segment
Relationships between directors inter se	-
Directorships in other Listed Companies	-
Membership of Committees in other Listed Companies (includes only Audit & Stakeholders' Relationship Committee)	-
No. of Shares held in the Company	5,33,061

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: itninvestor@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 29, 2017 at 11.00 a.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: itninvestor@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 29, 2017 at 11.00 a.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 Standalone Financial Statement, Reports of the Board of Directors and Auditors and (b) Consolidated Financial Statement for the year ended March 31, 2017		
2. Confirm the Payment of Interim Dividend as Final Dividend on Preference Shares		
4. Re-appointment of Mr. Ravi Parthasarathy (DIN 00002392) who retires by rotation		
5. Appointment of SRBC & Co. LLP, as Statutory Auditors and to fix their remuneration		
7. Approval of Cost Auditor's Remuneration for FY 2017-18		
8. Issue of Non-convertible Debentures for an amount upto ₹ 3,500 Crore		

Signed this..... day of August 2017

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

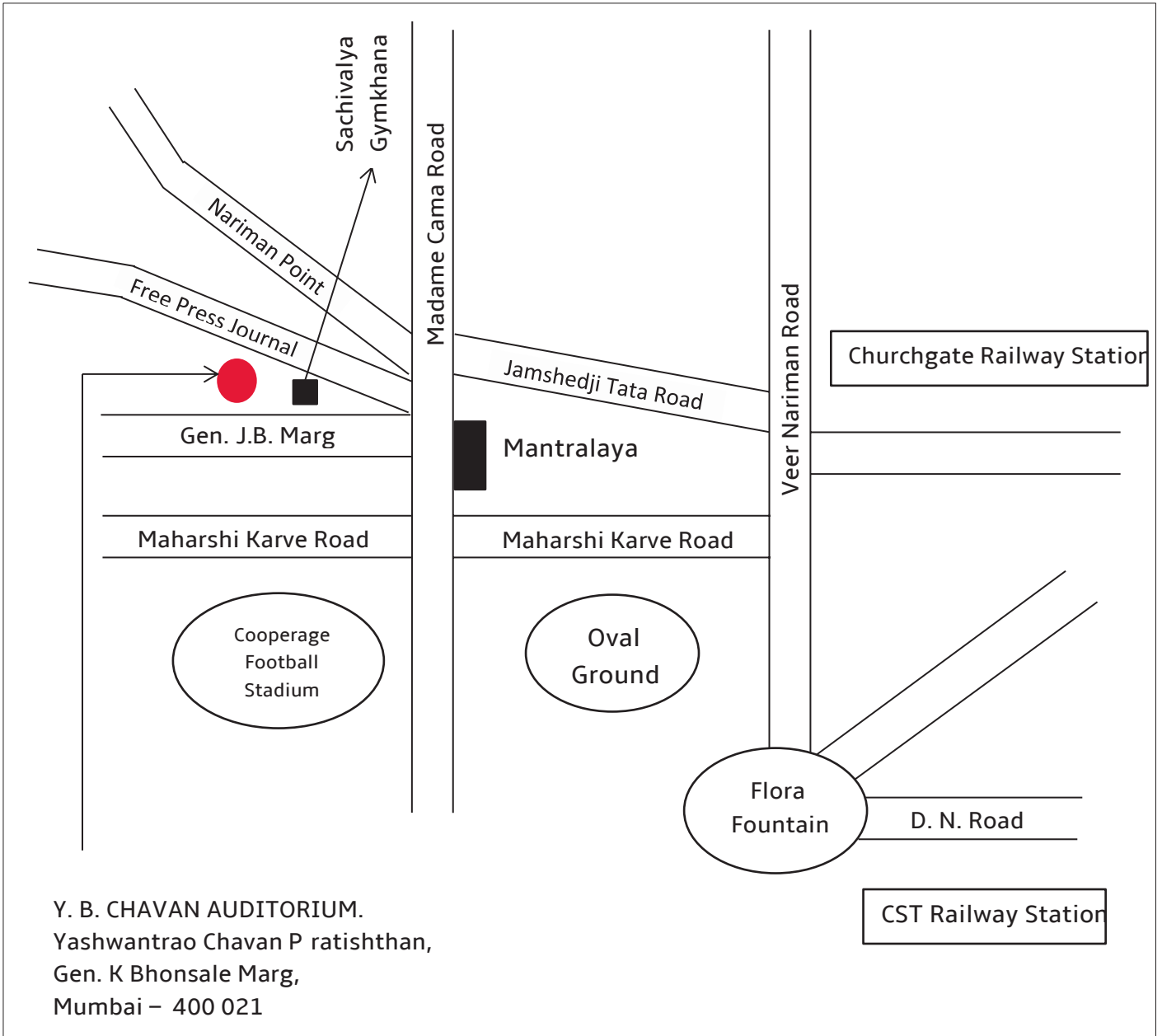
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Notes:

- (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

ROUTE MAP



Not to scale

