



E TO E TRANSPORTATION INFRASTRUCTURE LIMITED
(formerly known as “E To E Transportation Infrastructure Private Limited”)

CIN: U45201KA2010PLC052810

Registered Office: 10th Floor, Sattva Galleria, Survey, Nos. 19/2 and 20/1, Bellary Road, Byatarayanapura, Bangalore, Bangalore North, Karnataka, India, 560092.

Tel: +91 80 4931 1999; **Email Id:** srilakshmi.surendran@etoerail.com; **Website:** www.etoerail.com

POSTAL BALLOT NOTICE

(Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of **E To E Transportation Infrastructure Limited** (the “**Company**”) by means of Postal Ballot only through remote e-voting by electronic means (“**e-voting**”) pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“**Act**”), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, latest being 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) and other relevant MCA Circulars and Notifications issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), and any other applicable provision of Listing Regulations, circular(s) issued by the Securities and Exchange Board of India (“**SEBI**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Notice and instructions for e-voting are being sent only through electronic mode to those members whose e-mail address is registered with the Company/depository participant(s)/Registrar and Transfer Agent and whose names appear in the Register of Members as on February 6, 2026 (“**Cut-Off Date**”). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

An explanatory statement pursuant to Section 102 and Section 110 of the Act and other applicable provisions of the Act, pertaining to the resolutions, setting out the material facts and reasons thereof form part of this Notice. The Notice will also be placed on the website of the Company at www.etoerail.com, website of the stock exchange where the Equity Shares of the Company are listed i.e. National Stock Exchange of India Limited (“**NSE**”) at www.nseindia.com and on the website of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) at <https://instavote.linkintime.co.in>.

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Scrutinizer for conducting the Postal Ballot

The Board has appointed Mr. Pramod S M (FCS No.: 7834, CP No.: 13784) or in his absence Mr. Biswajit Ghosh (FCS No.: 8750, CP No.: 8239), Partners of M/s. BMP & Co. LLP, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairperson of the Company or any other person authorised by him. The results of e-voting along with scrutinizer's report will be announced within 2 (two) working days from the conclusion of the e-voting period i.e. on or before Tuesday, March 24, 2026 and will be displayed on the Company's website at www.etoerail.com and the website of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) at <https://instavote.linkintime.co.in>. The results will simultaneously be communicated to the Stock Exchange where the Company's Equity Shares are listed. The result of the Postal Ballot will also be displayed at the registered office of the Company.

Resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the members convened on that behalf. The last date specified by the Company for e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority i.e. on Saturday, March 21, 2026.

SPECIAL BUSINESS:

ITEM NO. 1: TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. HIMANSHU MODY IN THE CAPACITY OF INDEPENDENT DIRECTOR

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

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Himanshu Mody (DIN: 00686830), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from January 23, 2026, to January 22, 2031, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



ITEM NO. 2: APPOINTMENT OF SECRETARIAL AUDITOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 204 and any other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the recommendation of the Audit Committee and Board of Directors of the Company, M/s. BMP & Co. LLP (Firm Registration No. L2017KR003200) Peer Reviewed Practising Company Secretaries, be and are hereby appointed as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30 on such terms & conditions including remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors and to avail any other services, certificates, or reports as may be permissible under the applicable laws.

RESOLVED FURTHER THAT any of the Directors or Chief Financial Officer or the Company Secretary and Compliance Officer of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution, and for the matters connected therewith or incidental thereto.”

**By the Order of the Board of Directors
For E To E Transportation Infrastructure Limited
(formerly “E To E Transportation Infrastructure Private Limited”)**

**Srilakshmi Surendran
Company Secretary & Compliance Officer
Membership No.: A26728**

Place: Bengaluru

Date: 23 January 2026

Registered Office: 10th Floor, Sattva Galleria, Survey,
Nos. 19/2 and 20/1, Bellary Road, Byatarayanapura,
Bangalore-560092, Karnataka, India.

CIN: U45201KA2010PLC052810

Tel: +91 80 4931 1999

Email Id: srilakshmi.surendran@etoerail.com

Website: www.etoerail.com



Notes:

1. The relevant Explanatory Statement pursuant to Section 102 and 110 of the Act read with Rule 22 of the Rules and SS-2, setting out material facts relating to the Resolution and reasons thereof, is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to all the Members, whose names appear on the Register of Members of the Company or in the Register of Beneficial Owners maintained by National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) (the “Depositories”) as on February 6, 2026, (the ‘cut-off date’) and who have registered their email addresses in respect of electronic holdings with the Depository through the Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, MUFG Intime India Private Limited (“RTA” or “MUFG INTIME”).
3. Members may note that the aforesaid Notice has been uploaded on the website of the Company at www.etoerail.com. The Notice can also be accessed from the website of the Stock Exchange i.e., National Stock Exchange of India Limited at www.nseindia.com, where the equity shares of the Company are listed.
4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the cut-off date. Only those Members holding shares either in physical form or dematerialized form as on the cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
5. Members are requested to confirm their e-mail Id, or otherwise notify changes in the email Id, to RTA of the Company at: rnt.helpdesk@linkintime.co.in.
6. Resolution, if passed by the members through postal ballot is deemed to have been duly passed on the last date specified for the remote e-voting i.e. Saturday, 21 March 2026, in terms of SS-2. Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a general meeting of Members convened on that behalf.

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7. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants (DPs) in case the shares are held by them in dematerialized form and to the RTA of the Company in case, the shares are held by them in physical form.
8. A member cannot exercise his vote by proxy on Postal Ballot.
9. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act will be available for inspection via electronic mode from the date of circulation of this Notice up to the date of declaration of Postal Ballot results. Members can inspect the same by writing an email to the Company at e-mail: srilakshmi.surendran@etoerail.com.
10. Brief details of the director, who is seeking appointment, are annexed hereto as per the requirement of regulation 36(3) of the Listing Regulations and the provisions of the Act.
11. In case of any query/grievance in connection with the Postal Ballot through remote e-voting process, Members may contact Mr. Rajiv Ranjan, Assistant Vice President – e-voting, MUFGE INTIME by e-mail at - enotices@in.mpms.mufg.com, Tel: 022-4918 6000 or the Company at e-mail: srilakshmi.surendran@etoerail.com.
12. There will be one vote for every Client ID/registered folio number irrespective of the number of joint holders.
13. Results of voting shall be declared within two working days from the time of conclusion of the remote e-voting, i.e. on or before Tuesday, March 24, 2026 .
14. The results along with the Scrutinizers' report would be intimated to the Stock Exchange where securities of the Company are listed, Depositories and RTA and will be displayed on the Company's website www.etoerail.com.
15. The Board of Directors of the Company has appointed CS Pramod SM or failing him CS Biswajit Ghosh of M/s. BMP & Co. LLP, a Practicing Company Secretary firm, Bengaluru as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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16. The Scrutinizer, after scrutinizing the votes, will, not later than two working days from the conclusion of the meeting, make a consolidated scrutinizer’s report which shall be placed on the website of the Company, i.e., www.etoerail.com. The results shall simultaneously be communicated to the Stock Exchange i.e., NSE.

17. Remote e-Voting Instructions for shareholders:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Rules; Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility to be provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by MUFG Intime India Private Limited, on the resolution set forth in this Notice. The instructions for e-voting are given below.

The remote e-voting facility is available at the following link: <https://instavote.linkintime.co.in>. The e-voting event number (EVEN) and period of remote e-voting are set out below:

EVEN	Commencement of e-voting	End of remote e-voting
260076	Friday, 20 February 2026 from 9.00 am (IST)	Saturday, 21 March 2026 till 5.00 pm (IST)

E-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by MUFG INTIME upon the expiry of the aforesaid period.

The individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • METHOD 1 - NSDL OTP based login a) Visit URL: https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP. c) Enter the OTP received on your registered email ID/ mobile number and click on login. d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services. e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. <ul style="list-style-type: none"> • METHOD 2 - NSDL IDeAS facility <p><u>Shareholders registered for IDeAS facility:</u></p> <ul style="list-style-type: none"> a) Visit URL: https://eservices.nsd.com and click on “Beneficial Owner” icon under “IDeAS Login Section”. b) Enter IDeAS User ID, Password, Verification code & click on “Log-in”. c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services. d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. <p><u>Shareholders not registered for IDeAS facility:</u></p> <ul style="list-style-type: none"> a) To register, visit URL: https://eservices.nsd.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<p>b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.</p> <p>c) Enter the last 4 digits of your bank account / generate ‘OTP’</p> <p>d) Post successful registration, user will be provided with Login ID and password.</p> <p>e) Follow steps given above in points (a-d).</p> <div style="border: 1px solid black; padding: 5px; margin: 10px 0;"> <p>Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> <p>METHOD 3 - NSDL e-voting website</p> <p>a) Visit URL: https://www.evoting.nsd.com</p> <p>b) Click on the “Login” tab available under ‘Shareholder/Member’ section.</p> <p>c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.</p> <p>d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</p> <p>e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>METHOD 1 - CDSL e-voting page</p> <p>a) Visit URL: https://www.cdslindia.com.</p> <p>b) Go to e-voting tab.</p> <p>c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.</p> <p>d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account</p> <p>e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside</p>

	<p>Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p> <p>METHOD 2 - CDSL Easi/ Easiest facility:</p> <p><u>Shareholders registered for Easi/ Easiest facility:</u></p> <p>a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.</p> <p>b) Enter existing username, Password & click on “Login”.</p> <p>c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p> <p><u>Shareholders not registered for Easi/ Easiest facility:</u></p> <p>a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.</p> <p>b) Proceed with updating the required fields for registration.</p> <p>c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants.</p>	<p>Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.</p> <p>a) Login to DP website</p> <p>b) After Successful login, user shall navigate through “e-voting” option.</p> <p>c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.</p>

	<p>d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p>
<p>Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.</p>	<p>Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on <u>the cut-off date for e-voting</u> may register and vote on InstaVote as under:</p> <p><u>STEP 1: LOGIN / SIGNUP on InstaVote</u></p> <p><u>Shareholders registered for INSTAVOTE facility:</u></p> <p>a) Visit URL: https://instavote.linkintime.co.in & click on “Login” under ‘SHARE HOLDER’ tab.</p> <p>b) Enter details as under:</p> <ol style="list-style-type: none"> 1. User ID: Enter User ID 2. Password: Enter existing Password 3. Enter Image Verification (CAPTCHA) Code 4. Click “Submit”. <p>(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")</p> <p><u>Shareholders not registered for INSTAVOTE facility:</u></p> <p>a) Visit URL: https://instavote.linkintime.co.in & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:</p> <ol style="list-style-type: none"> 1. User ID: Enter User ID 2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. 3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

	<p>4. Bank Account Number: Enter your Bank Account Number (<u>last four digits</u>), as recorded with your DP/Company.</p> <ul style="list-style-type: none"> ○ Shareholders, holding shares in NSDL form, shall provide ‘point 4’ above. ○ Shareholders, holding shares in CDSL form, shall provide ‘point 3’ or ‘point 4’ above. ○ Shareholders, holding shares in physical form but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above <p>5. Set the password of your choice.</p> <p>(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).</p> <p>6. Enter Image Verification (CAPTCHA) Code.</p> <p>7. Click “Submit” (You have now registered on InstaVote).</p> <p>Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).</p> <p><u>STEP 2: Steps to cast vote for Resolutions through InstaVote</u></p> <p>A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.</p> <p>B. Select ‘View’ icon. E-voting page will appear.</p> <p>C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</p> <p>D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.</p> <p>E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.</p> <p>NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each</p>
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	<p>resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.</p> <p>Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.</p> <p>Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at <u>registered email address</u> with a copy marked to RTA at <u>enotices@in.mpms.mufg.com</u> and the company at <u>registered email address</u></p>
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Guidelines for Institutional Shareholders:

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.

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- 3) 'Investor PAN' - Enter your 10-digit PAN.
- 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
 - b) Click on “Votes Entry” tab under the Menu section.
 - c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
 - d) Enter “16-digit Demat Account No.”.
 - e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
 - f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
- (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.



- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Helpdesk for Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

Instavote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Company

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Further Click on “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.



General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 & 110 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Businesses proposed in this Postal Ballot Notice:

Item No. 1: To consider and approve the appointment of Mr. Himanshu Mody in the capacity of Independent Director.

The Nomination and Remuneration Committee, after evaluating and considering the skills, experience and knowledge that would be available to the Board of Directors and pursuant to the provisions of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, recommended to the Board of Directors, appointment of Mr. Himanshu Mody (DIN: 00686830), as an Independent Director of the Company. The Board of Directors, vide resolution dated January 23, 2026, considered the recommendation and appointed Mr. Himanshu Mody (DIN: 00686830), with effect from January 23, 2026, as an Additional Director, designated as an Independent Director of the Company. The Board of Directors also approved that the term of office of Mr. Himanshu Mody as an Independent Director will be for 5 (five) consecutive years from January 23, 2026 till January 22, 2031, subject to the approval of members of the Company.

The detailed profile of Mr. Himanshu Mody as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, is enclosed herewith as **Annexure A** which forms part of this Notice.

Mr. Himanshu Mody has given his consent for the appointment as Independent Director as well as declarations to the effect that he meets the criteria of independence as provided in Section 149(6) and other applicable provisions of the Act and rules framed thereunder and Regulation 16(1)(b), Regulation 25(8) and other applicable provisions of the Listing Regulations.

Further, Mr. Himanshu Mody has also confirmed he is not in any way disqualified from being appointed as Director in terms of Section 164 of the Act and is also not debarred from holding the office of Director by virtue of any order of SEBI or any other such Authority. The Company has received notice under Section 160 of the Act proposing his candidature for appointment as Independent Director.

In the opinion of the Board, Mr. Himanshu Mody, proposed to be appointed as Independent Directors, fulfil the conditions specified in the Act and in Listing Regulations for appointment as Independent Director and is independent of the Management.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given their skills, integrity, expertise and experience, the association of Mr. Himanshu Mody would be beneficial to the Company, and it is desirable to avail their services as an Independent Director. During his tenure of appointment, they shall not be liable to retire by rotation as provided under Section 152(6) of the Act.



Remuneration by way of fees for attending meetings of the Board or its Committees, or for any other meetings as may be decided by the Board of Directors, and reimbursement of expenses incurred for participating in such meetings, may be paid to him, as determined by the Board of Directors of the Company.

A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than Saturdays and Sundays till the date of the Postal Ballot and the same is also available at the website of the Company [Announcement – e2E Rail](#).

As per Regulation 17 of the Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mr. Himanshu Mody an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for appointment of Mr. Himanshu Mody as an Independent Director and the Board recommends passing of the Resolution set out at Item no. 1 of this notice as Special Resolution.

Except Mr. Himanshu Mody, none of the other Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested financially or otherwise in the Resolution as set out at Item no. 1 of this notice, except to the extent of their shareholding, if any, in the Company.

Item No. 2: Appointment of Secretarial Auditor of the Company.

Pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company is required to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in Practice.

Further, in terms of the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), every listed company is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a peer reviewed Company Secretary, and the appointment shall be approved by the shareholders of the Company on the recommendation of Board of Directors.

Accordingly, the Board of Directors of the Company based on the recommendation of the Audit Committee and after considering various factors such as eligibility criteria & qualification prescribed under the Company Secretaries Act & Rules/Regulations made thereunder, ICSI Auditing Standards, industry experience, competence of the audit team, efficiency to conduct the audit and independence, etc., at their Meeting held on

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January 23, 2026 approved the appointment of M/s. BMP & Co. LLP (Firm Registration No. L2017KR003200) a peer reviewed firm of Practising Company Secretaries duly registered with the Institute of Company Secretaries of India (ICSI) having Peer Review No.: 6387/2025, for a one term of five consecutive financial years commencing from Financial Year 2025-26 till Financial Year 2029-30, subject to approval of the shareholders of the Company.

Brief Profile of M/s. BMP & Co. LLP:

BMP & Co. LLP (BMP) is a well-established firm of Practising Company Secretaries with offices in Bengaluru, Mumbai, and Delhi (NCR). Founded in 2017, the firm comprises 5 partners and a dedicated team of more than 60 employees.

Specializing in Company Secretarial services and having undergone peer review, BMP delivers comprehensive consulting and advisory services in corporate law. Our expertise encompasses a wide spectrum, including Corporate Secretarial Services, Secretarial Audit, SEBI compliances, Initial Public Offerings (IPO), Foreign Direct Investment (FDI) and Overseas Direct Investment (ODI) under FEMA, Mergers & Amalgamations, Business Setup, and Fund Raise compliance.

BMP has earned the trust of industry leaders across diverse sectors, including listed corporates, multinational companies, start-ups, venture capital firms, and esteemed law firms, establishing itself as a trusted partner in the corporate landscape.

M/s. BMP & Co. LLP have provided their consent and confirmed their eligibility for appointment under SEBI Listing Regulations and Section 204 of the Act and rules made thereunder.

Proposed Remuneration:

The remuneration proposed for conducting the Secretarial Audit for the financial year 2025-26 is Rs. 2,00,000/- (Rupees Two Lakh Only) plus applicable taxes and reimbursement of out-of-pocket expenses, conveyances or incidental expenses as may be incurred during the audit process. Besides the secretarial audit services, the Company may also obtain certifications from BMP under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors. Further, the requirement of Secretarial Audit was not applicable on the Company for the previous years.

The Board of Directors based on recommendation of Audit Committee, shall consider approval of revisions to the remuneration of the Secretarial Auditors for the remaining part of the tenure. The Board of Directors may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

None of the Directors or KMPs of the Company or their respective relatives are concerned or interested either financially or otherwise, in the Resolution mentioned at Item No. 2 of the Notice.

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The Board of Directors recommends passing of the Resolution as set out under Item No. 2 as an Ordinary Resolution for approval by the shareholders.

**By the Order of the Board of Directors
For E To E Transportation Infrastructure Limited
(formerly “E To E Transportation Infrastructure Private Limited”)**

**Srilakshmi Surendran
Company Secretary & Compliance Officer
Membership No.: A26728**

Place: Bengaluru

Date: 23 January 2026

Registered Office: 10th Floor, Sattva Galleria, Survey,
Nos. 19/2 and 20/1, Bellary Road, Byatarayanapura,
Bangalore-560092, Karnataka, India.

CIN: U45201KA2010PLC052810

Tel: +91 80 4931 1999

Email Id: srilakshmi.surendran@etoerail.com

Website: www.etoerail.com



Annexure-A

Additional information of director being appointed as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India:

PARTICULARS	DETAILS
Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Himanshu Mody</p> <p>Mr. Mody brings over 27 years of distinguished leadership in Corporate Finance across banking, media, infrastructure, and renewable energy sectors. He is renowned for his strategic acumen, operational excellence, and proven turnaround capabilities, making him a catalyst for growth and transformation in the industry. Mr. Mody’s career spans key positions at Barclays Bank, Essel Group, Bennett Coleman (Times Group), and most recently Suzlon Group, where he delivered exceptional results in challenging environments. He holds a Master of Science in Finance from the University of Strathclyde, Glasgow, and is widely respected for his business intellect, sharp financial insight, and professionalism. Throughout his career, Mr. Mody has demonstrated expertise across key finance functions, including fundraising, strategic planning, business reviews, and mergers & acquisitions (M&A). He is known for his astute business acumen, sharp financial and strategic thinking skills, and impeccable professionalism. He combines deep domain knowledge with a bold, conviction-driven approach that has consistently delivered results. Furthermore, his wide network of carefully nurtured relationships, especially within the financial world, testifies to his exceptional people and inter-personal skills.</p> <p>Key Career Accomplishments</p> <ul style="list-style-type: none"> • At Suzlon Group, India’s largest renewable energy solutions provider, Mr. Mody orchestrated a complete financial turnaround, leading the company to a zero-debt position and restoring positive net worth after nearly 15 years of financial strain. • He spearheaded major equity and debt fundraising efforts, resulting in a 22-fold increase in Suzlon’s market capitalization and significant improvement in credit ratings (upgraded from D to A-). • His innovative solutions enabled the company to secure substantial working capital, ramp up project execution, and expand its order book.

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	<ul style="list-style-type: none"> Recognized as Turnaround CFO of the Year in 2024 by Economic Times and CII, Mr. Mody’s impact at Suzlon is reflected in sustained balance sheet strength and investor confidence. <p>Leadership Experience</p> <ul style="list-style-type: none"> At Essel Group, Mr. Mody rose from early roles to become Head, Finance & Strategy directly supporting the Chairman. He led finance and strategy across diverse businesses; media entertainment, education, infrastructure, gaming, wellness, and more. His time at Bennett Coleman & Co. as Group Corporate Director involved capital allocation, fund management, and oversight of corporate governance, legal, and tax efficiencies. Throughout his career, he has consistently delivered results in fundraising, debt and equity structuring, strategic planning, mergers and acquisitions, and complex financial transformations. <p>He currently serves as Deputy CEO of Sammaan Capital Limited. As Deputy CEO, Mr. Mody’s focus is on driving operational leadership and capital strategy to accelerate the company’s growth trajectory. His appointment underscores Sammaan Capital’s commitment to financial discipline, innovation, and top-tier corporate governance.</p> <p>Mr. Mody is respected for his people and interpersonal skills, having built a vast network of relationships in the financial world. His conviction-driven approach, visionary thinking, and courage in executing complex transactions continue to set new standards in the industry.</p>
Educational Qualification	Master of Science in Finance from the University of Strathclyde, Glasgow
Director Identification Number (DIN)	00686830
Date of first appointment in the Company	January 23, 2026
Date of birth/age	December 28, 1977 48 years
Directorships of other Boards as on date of Postal Ballot Notice	Nil
Membership in Committees in the Company	Audit Committee – Chairman Borrowing Committee - Member
Names of listed entities in which the person also holds the directorship and	Nil



the membership of Committees of the board	
Shareholding in the Company including shareholding as a beneficial owner	96,525 equity shares are held by Mr. Mody in the Company
Number of Board Meeting attended during the year	No meeting has been held after his appointment till the date of this Notice
Sitting fees / Commission	As per the Company Policy
Disclosure of relationship between Directors inter-se or between the director and the manager and other key managerial personnel of the company	Nil
Details of listed entities from which the person has resigned in the past three years	Eraaya Lifespaces Limited – Director Suzlon Energy Limited - CFO
Terms and conditions of appointment along with details of remuneration	As per the resolution set out at Item No. 1 of this Notice read with statement pursuant to Section 102 of the Act
Details of the remuneration last drawn by such person, if applicable	Not Applicable
Details of remuneration proposed to be paid	As per the resolution set out at Item No. 1 of this Notice read with statement pursuant to Section 102 of the Act

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