REF:E2ERAIL:STATUT:LODR:2026 September 08, 2026

To,

National Stock Exchange of India Ltd. ("NSE Emerge")
Exchange Plaza, 5th floor, Plot No. C/1,
G Block Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.

Attn: Listing Compliance Dept.

Ref: NSE – E2ERAIL / ISIN - INE1CEJ01017

Sub.: Intimation regarding change in timing of the 17th Annual General Meeting ("AGM") and for providing additional facility to participate in the AGM through Virtual Means

Dear Sir / Madam,

In continuation of our intimation dated August 25, 2026, regarding the Annual Report of the Company for FY 2025-26 and Notice convening the 17th Annual General Meeting ("AGM") of the Members of E To E Transportation Infrastructure Limited (the "Company"), we wish to inform you that, due to logistical considerations, it has been decided to revise the time of the AGM to facilitate better arrangements for the conduct of the meeting and convenience of the shareholders, from 05:00 P.M. to 04:00 P.M.

We wish to further inform you that, pursuant to the requests received from Members, the Company has decided to provide an additional facility for participation in the AGM through virtual means, in addition to participation at the physical venue of the AGM. Accordingly, the Company is pleased to provide a one-way live webcast of the proceedings of the 17th AGM, scheduled to be held on Thursday, September 17, 2026, at 4:00 P.M. (IST) onwards.

Accordingly, Members who wish to participate in the AGM through virtual means are requested to follow the process set out below:

Members entitled to participate in the AGM may view the proceedings by logging on to the e-voting website of MUFG Intime India Private Limited at: https://instavote.linkintime.co.in/. Upon successful login, Members will be able to access the "Live Streaming" link, through which they may view the proceedings of the 17th AGM.

E TO E TRANSPORTATION INFRASTRUCTURE LIMITED
10th Floor, Sattva Galleria, Survey Nos. 19/2 and 20/1, Bellary Road, Byatarayanapura, Bangalore North, Karnataka - 560092, India. MSME – REG ID: UDYAM-KR-03-0046748 CIN- L45201KA2010PLC052810 +91 80 4931 1999 www.etoerail. com E-mail: marketing@etoerail.com

Further, Members interested in participating in the AGM through video conferencing/other audio-visual means ("VC/OAVM") and expressing their views or asking questions are required to register their interest in advance by sending a request to cs@etoerail.com and the Registrar and Transfer Agent ("RTA") at investor.helpdesk@in.mpms.mufg.com, along with the following details:

Name of the Member;
Demat account number/Folio number;
E-mail ID; and Mobile number.

The request for participation through VC/OAVM should be submitted on or before Thursday, September 10, 2026, at 5:00 P.M. (IST).

The Company/RTA will contact the Members whose requests are accepted to complete the registration process and provide the necessary details for participation through VC/OAVM.

This amendment shall form an integral part of the AGM Notice already circulated and, from the date hereof, the AGM Notice shall always be read in conjunction with this amendment. All other contents of the AGM Notice, save and except as modified herein, shall remain unchanged.

The above announcement will also be made available on the website of the Company and can be accessed using the link i.e. https://etoerail.com/announcement/.

Thanking You,

For E To E Transportation Infrastructure Limited,

SRILAKSHMI SURENDRAN
Digitally signed by SRILAKSHMI SURENDRAN
Date: 2026.09.08 20:08:43 +05'30'

Srilakshmi Surendran
Company Secretary and Compliance Officer
Membership No. A26728

Encl.: as above

NOTICE OF 17TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventeenth (17th) Annual General Meeting of the members of E To E Transportation Infrastructure Limited (Formerly known as E To E Transportation Infrastructure Private Limited) ("the Company") will be held on Thursday, September 17, 2026 at 5.00 p.m. at the Hyatt Centric Hotel, 43/4, Bellary Rd, Sanjeevini Nagar, Bengaluru, Karnataka 560092, to transact the following business (s):

ORDINARY BUSINESS:

1.To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Auditor's and Directors' Report thereon.

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

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.

RESOLVED FURTHER THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2.To appoint a director in place of Mr. Vinay Rao (DIN: 06512562) who retires by rotation and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Vinay Rao (DIN: 06512562), Non-Executive Director of the Company, who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

:

3.To appoint a director in place of Mr. Anshul Gupta (DIN: 07858895) who retires by rotation and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Anshul Gupta (DIN: 07858895), Non-Executive Director of the Company, who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

4.APPROVAL TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND PROVIDE SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

"**RESOLVED THAT** in supersession of the earlier resolution passed by the members of the Company at the Extra-ordinary General Meeting held on August 25, 2025 and pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, (including any statutory modification or re-enactment thereof, for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial in the interest of the Company, for an amount not exceeding a sum of INR 120 Crore (Indian Rupees One hundred twenty Crores only) outstanding at any time notwithstanding that such investments, loans given or to be given and guarantees and security provided are in excess of the limit of 60% of the paid- up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director or Chief Financial Offer or Company Secretary of the Company be and are hereby authorized either jointly or severally to take all such steps and do all such acts, deeds and things considered necessary, proper and expedient to give effect to this resolution.

RESOLVED FURTHER THAT any of the Directors or Company Secretary and Compliance Officer of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

5.APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to advance any loan(s) (including any loan represented by a book debt) and/or giving guarantee(s), and/or providing security(ies) in connection with any loan taken/to be taken by any Company(ies) which are Group Companies, Associate Companies, Joint Venture Companies or Subsidiary Companies of the Company or any other person with whom any of the Directors of the Company are interested as specified in the explanation to Section 185(2) of the Act, for an aggregate amount not exceeding INR 3 Crores (Indian Rupees Three Crores only) in one or more tranches, which the Board may, in its absolute discretion, deem beneficial and in the interest of the Company.

RESOLVED FURTHER THAT any Director or Chief Financial Offer or Company Secretary of the Company be and is hereby authorized to negotiate, finalize and agree to the terms and conditions for advancing aforesaid loan(s), and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities, including but not limited to making requisite filings with any statutory authorities/regulatory bodies, and do all such acts, deeds and things considered necessary, proper and expedient to give effect to this resolution.

RESOLVED FURTHER THAT any of the Directors or Company Secretary and Compliance Officer of the Company if authorized to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

6.APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH M/S BPPL ETIL, JOINT VENTURE OF THE COMPANY

To consider and if thought fit, to pass, the following resolution with or without modification as an *Ordinary Resolution*:

"**RESOLVED THAT** pursuant to Regulation 2(1) (zc), 23(4) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") as amended from time to time and applicable provisions of the Companies Act, 2013 ("the Act") and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Company's Policy on Related Party Transactions, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board which term shall deemed to include, unless the context otherwise require, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to enter into/ carry out and/or continue the material transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as mentioned in the explanatory statement, during the financial year 2026-2027, between the Company and M/s. BPPL ETIL, a related party of the Company by virtue of a joint venture entered into between the Company and M/s Baba Projects Private Limited for an aggregate value up to INR 50,00,00,000 (Indian Rupees Fifty Crores only) on such terms and conditions as the Board may deem fit, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Board of Directors be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions, be and is hereby ratified and a certified copy of this resolution be issued to all concerned parties."

7.APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH M/S RK-SKR-ETOE JV, JOINT VENTURE OF THE COMPANY

To consider and if thought fit, to pass, the following resolution with or without modification as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Regulation 2(1) (zc), 23(4) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") as amended from time to time and applicable provisions of the Companies Act, 2013 ("the Act") and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Company's Policy on Related Party Transactions, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board which term shall deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to enter into/ carry out and/or continue the material transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as mentioned in the explanatory statement, during the financial year 2026-2027, between the Company and M/s RK-SKR-ETOE, a related party of the Company by virtue of a joint venture entered into between the Company and M/s RK Infracorp Private Limited and M/s SKR Constructions India Private Limited for an aggregate value up to INR 45,00,00,000 (Indian Rupees Forty Five Crores only) on such terms and conditions as the Board may deem fit, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Board of Directors be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions, be and is hereby ratified and a certified copy of this resolution be issued to all concerned parties."

8.APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH M/S JSR ETIL JV, JOINT VENTURE OF THE COMPANY

To consider and if thought fit, to pass, the following resolution with or without modification as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Regulation 2(1) (zc), 23(4) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") as amended from time to time and applicable provisions of the Companies Act, 2013 ("the Act") and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Company's Policy on Related Party Transactions, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board which term shall deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to enter into/ carry out and/or continue the material transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as mentioned in the explanatory statement, during the financial year 2026-2027, between the Company and M/s JSR ETIL, a related party of the Company by virtue of a joint venture entered into between the Company and JSR Constructions Private Limited, for an aggregate value up to INR 65,00,00,000 (Indian Rupees Sixty Five Crores only) on such terms and conditions as the Board may deem fit, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Board of Directors be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions, be and is hereby ratified and a certified copy of this resolution be issued to all concerned parties."

9. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH NEW JOINT VENTURE PROPOSED TO BE INCORPORATED WITH VINEELA ENTERPRISES.

To consider and if thought fit, to pass, the following resolution with or without modification as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 2(1) (zc), 23(4) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") as amended from time to time and applicable provisions of the Companies Act, 2013 ("the Act") and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Company's Policy on Related Party Transactions, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board which term shall deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to enter into/ carry out and/or continue the material transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as mentioned in the explanatory statement, during the financial year 2026-2027, between the Company and joint venture proposed to be incorporated between the Company and Vineela Enterprises (the proposed joint venture being a related party of the Company) for an aggregate value up to INR 85,00,00,000 (Indian Rupees Eighty Five Crores only) on such terms and conditions as the Board may deem fit, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Board of Directors be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions, be and is hereby ratified and a certified copy of this resolution be issued to all concerned parties."

By Order of the Board of Directors
For E To E Transportation Infrastructure Limited
(Formerly known as E To E Transportation Infrastructure Private Limited)

Place: Bengaluru
Date: May 21, 2026

Sd/-
Srilakshmi Surendran
Company Secretary and Compliance Officer
Membership No. A26728

NOTES:

1)The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 and explanatory statement required under Regulation 36(5) of SEBI (LODR) Regulation, 2015 setting out material facts in respect of the business under Item No. 4 to 9 to be transacted at the 17th Annual General Meeting (AGM) is annexed hereto.

2)A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member. The proxy-holder shall prove his identity at the time of attending the meeting.

3)The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this Report. Proxies submitted on behalf of corporates, limited liability partnerships, societies etc., must be supported by an appropriate resolution/ authority, as applicable.

4)During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

5)Members / Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

6)In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.

7)The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

8)The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

9)Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting is furnished and forms a part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment/ re-appointment.

10)The certificate received from the Secretarial Auditors of the company certifying that the e2E Rail Employee Stock Option Plan 2024 are being implemented in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection by the members at the Annual General Meeting.

11)The Company has appointed CS Biswajit Ghosh (Membership No. FCS 8750) or in his absence CS Pramod S M (Membership No. F7834), Partners of M/s. BMP & Co., LLP, who in the opinion of the Board is a duly qualified firm, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of two (2) working days from the date of conclusion of e-voting period, submit his report of the votes cast in favour or against, if any, to the Chairman of the Company or any other person as maybe authorised by the Chairman. The result of the same will be disclosed at the Annual General Meeting proceedings. The e-voting results will also be uploaded on the website of the Company https://etoerail.com/investors/. The results shall simultaneously be communicated to the Stock Exchange i.e., NSE. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting.

12)Members are requested to send all communications relating to Shares including dividend matters to our Registrar and Share Transfer Agents at the following address:
MUFG Intime India Private Limited,
C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai - 400 083 or at their designated email id i.e., rnt.helpdesk@in.mpms.mufg.com.

13)In line with the Circulars, an electronic copy of the Annual Report and AGM Notice is being sent to all the Members holding shares in dematerialised form and whose e-mail addresses are available with the Depository Participants ('DPs'). Further, in terms of Regulation 36 (1) (b) of the SEBI Listing Regulations, a letter containing the web link and

14)1)The Annual Report is also available on the Company's website https://etoerail.com/annual-reports/ , websites of the Stock Exchange i.e., National Stock Exchange of India Limited at www.nseindia.com as well as the website of RTA at https://instavote.linkintime.co.in/.

15)1)In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https://etoerail.com/disclosures/. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of MUFG Intime India Private Limited (agency for providing the Remote e-Voting facility) i.e. https://instavote.linkintime.co.in/.

16)The Company is availing the services of MUFG Intime India Private Limited for facilitating e-voting i.e., remote e-voting and e-voting at the AGM. The instructions for remote e-voting are given herein below:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a)Visit URL: https://eservices.nsdl.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.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a)Visit URL: https://eservices.nsdl.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.

Shareholders not registered for IDeAS facility:

a)To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
c) Enter the last 4 digits of your bank account / generate 'OTP'
d)Post successful registration, user will be provided with Login ID and password.
e)Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play | App Store

METHOD 3 - NSDL e-voting website

a)Visit URL: https://www.evoting.nsdl.com
b)Click on the "Login" tab available under 'Shareholder/Member' section.
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".
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.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a)Visit URL: https://www.cdslindia.com.
b)Go to e-voting tab.
c)Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
d)System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
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 Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

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)".
b)Enter existing username, Password & click on "Login".
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.

Shareholders not registered for Easi/ Easiest facility:

a)To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b)Proceed with updating the required fields for registration.
c)Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

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.

a)Login to DP website
b)After Successful login, user shall navigate through "e-voting" option.
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.
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.

Login method for Non-Individual Shareholders holding securities in demat mode.

Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a)Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.
b) Enter details as under:
1.User ID: Enter User ID
2.Password: Enter existing Password
3.Enter Image Verification (CAPTCHA) Code
4.Click "Submit".
(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

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

Shareholders not registered for INSTAVOTE facility:
a)Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:
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)
4.Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
oShareholders, holding shares in NSDL form, shall provide 'point 4' above.
oShareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
5.Set the password of your choice.
(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).
6.Enter Image Verification (CAPTCHA) Code.
7.Click "Submit" (You have now registered on InstaVote).
Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

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

STEP 2: Steps to cast vote for Resolutions through InstaVote

A.Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
B.Select 'View' icon. E-voting page will appear.
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).
D.After selecting the desired option i.e. Favour / Against, click on 'Submit'.
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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each 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.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each 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.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

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.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

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.
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:

Non-Individual Shareholders holding securities in demat 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.

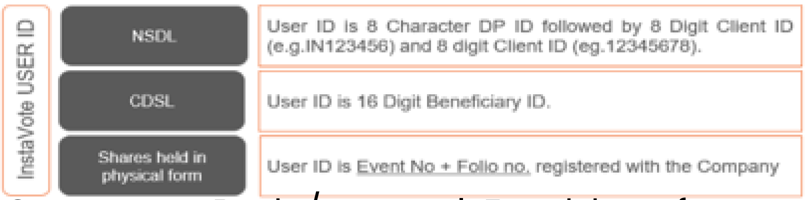
Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	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

Forgot Password:

Non-Individual Shareholders holding securities in demat 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

- 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”.



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

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

v It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
v During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

17)INSTRUCTIONS FOR SHAREHOLDERS FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS ARE AS FOLLOWS:

i. *Temporary Registration for Demat shareholders*:

The members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with MUFG Intime India Private Limited by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html in their website https://in.mpms.mufg.com/ at the Investor Services tab by choosing the e-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DP ID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@in.mpms.mufg.com

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.

ii. *Permanent Registration for Demat Shareholders*:

It is clarified that for permanent registration of e-mail address, the members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant ("DP") by following the procedure prescribed by the DP.

18)INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:

I.The remote e-voting facility will be available during the following period:
Commencement of e-voting: From 09:00 am (IST) on Monday, September 14, 2026.
End of e-voting: Upto 05:00 pm (IST) on Wednesday, September 16, 2026.
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled automatically upon expiry of the aforesaid period.

II.Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, MCA and SEBI Circulars, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means.

III.The Company has engaged the services of MUFG Intime India Private Limited to provide remote e-voting facility to the members.

IV.Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Thursday, September 10, 2026. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

V.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 e-voting.

VI.Members who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, such member may obtain the User ID and password by sending a request at rnt.helpdesk@in.mpms.mufg.com

ATTENDANCE SLIP
E TO E TRANSPORTATION INFRASTRUCTURE LIMITED
CIN: L45201KA2010PLC052810
Registered office: 10th Floor, Sattva Galleria, Survey, Nos. 19/2 and 20/1, Bellary Road, Byatarayanapura, Bangalore North, Karnataka, India, 560092
17th Annual General Meeting- Thursday, September 17th, 2026.

ATTENDANCE SLIP

Name and Registered Address of the Shareholder	Serial No.:
Name(s) of the Joint Shareholder(s) if any	
Registered Folio No. / DP ID No. & Client ID	
Number of Shares held	
Name of the Proxy / Representative, if any	
Signature of Member(s) / Proxy	
Signature of the Representative	

II hereby record my presence at the 17th Annual General Meeting of the Company held on Thursday, September 17, 2026 at 5:00 P.M. at Hyatt Centric Hotel, 43/4, Bellary Rd, Sanjeevini Nagar, Bengaluru, Karnataka 560092.

Please bring this attendance slip to the meeting hall and hand it over at the entrance.

FOR ATTENTION OF THE SHAREHOLDER

Shareholders may please note the User id and Password given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014. Detailed instructions for e-voting are given in the notes to the AGM Notice

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN
260621		

Note: Please fill up attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring the copies of the Annual Report to the AGM.

FORM NO. MGT-11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

E TO E TRANSPORTATION INFRASTRUCTURE LIMITED
CIN: L45201KA2010PLC052810
Registered office: 10th Floor, Sattva Galleria, Survey, Nos. 19/2 and 20/1, Bellary Road, Byatarayanapura, Bangalore,Bangalore North, Karnataka, India, 560092
17th Annual General Meeting- Thursday, September 17th, 2026.

Name of the member (s):

Registered address:

E-mail Id:
DP ID / Client Id:

I/We, being the member (s) of ………… shares of the E To E Transportation Infrastructure Limited, hereby appoint

1. Name: ……………………
Address:
E-mail Id:
Signature:

Or failing him

2. Name: ……………………
Address:
E-mail Id:
Signature: …………………

Or failing him

3. Name: ……………………
Address:
E-mail Id:
Signature: …………………

and whose signature(s) are appended above as my/our proxy to attend and vote(on poll) for me/us and on /our behalf at the 17th Annual General Meeting of the Company, to be held on Thursday, September 17, 2026 at 5:00 P.M. at Hyatt Centric Hotel, 43/4, Bellary Rd, Sanjeevini Nagar, Bengaluru, Karnataka 560092 and at any adjournment thereof in respect of such resolutions as follows

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Auditors' and Board's Report thereon.
2. To appoint a director in place of Mr. Vinay Rao (DIN: 06512562) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Anshul Gupta (DIN: 07858895) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Approval to make investments, give loans, guarantees and provide securities under section 186 of the companies act, 2013
5. Approval to advance any loan/give guarantee/provide security under section 185 of the companies act, 2013
6. Approval of material related party transactions with M/s BPPL ETIL, joint venture of the Company
7. Approval of material related party transactions with M/s RK-SKR-ETOE, joint venture of the Company
8. Approval of material related party transactions with M/s JSR ETIL, joint venture of the Company
9. Approval of material related party transactions with new joint venture proposed to be incorporated with Vineela Enterprises.

Signed this…… day of………, 2026

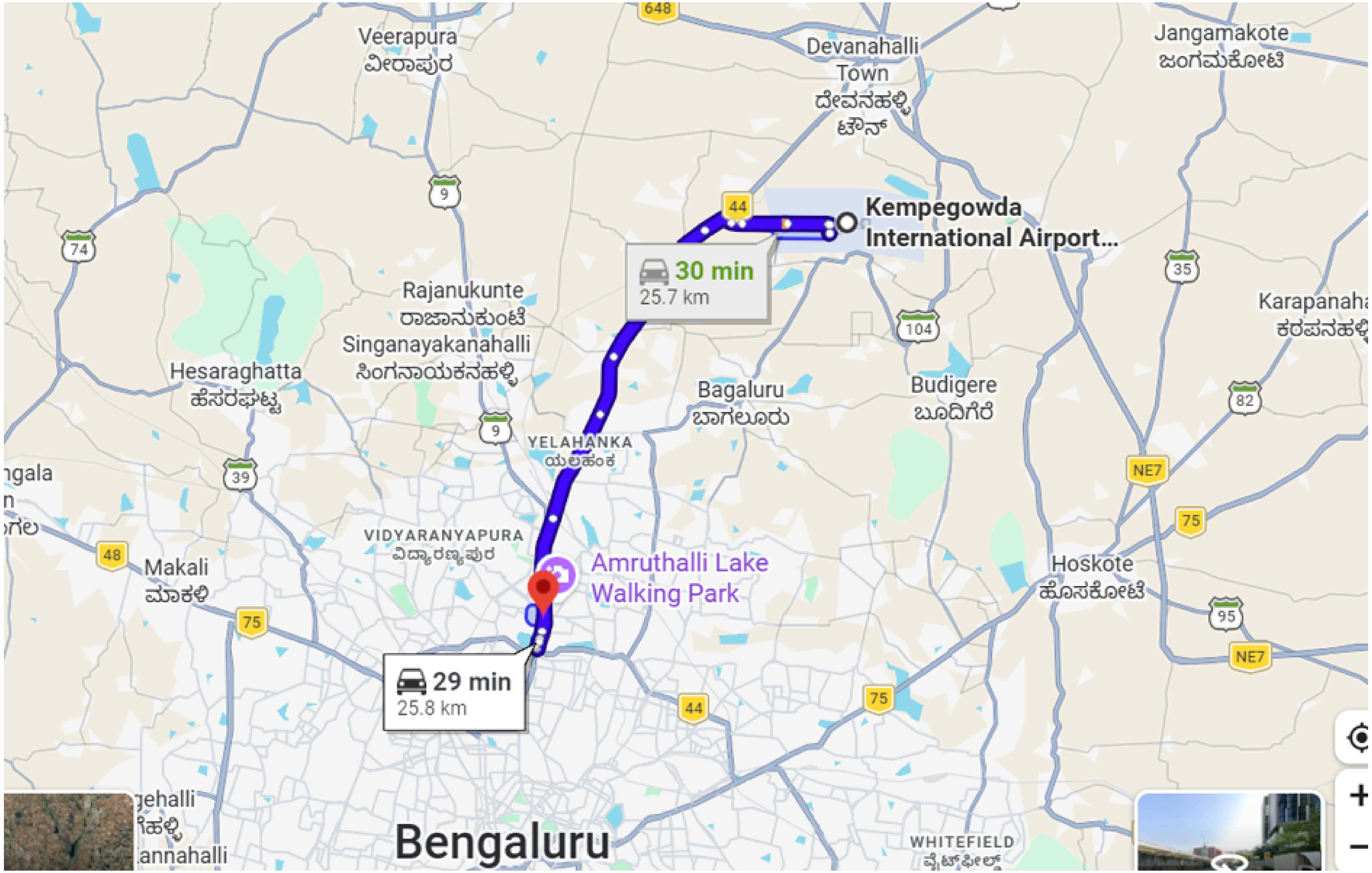
Affix Revenue Stamp
Signature of member

Affix Revenue Stamp

Signature of 1st proxy holder	Signature of 2nd Proxy holder	Signature of 3rd Proxy holder

Note: 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.

Route Map to the AGM Venue



Annexure-1

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 17TH AGM OF THE COMPANY

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of Director	Vinay Rao	Anshul Gupta
DIN	6512562	7858895
Date of Birth and Age	July 15, 1987 39 years	March 20, 1963 63 years
Date of First Appointment on the Board	9 Nov 2024	24 Jan 2025
Qualifications	Bachelor of Technology, NIT Surathkal	Master of Engineering, IISc
Relationship between Directors inter-se	NA	NA
Experience & Expertise in specific functional areas/ brief resume	Vinay Rao is an accomplished leader and visionary in the domains of venture capital, private equity, and entrepreneurial innovation, with a stellar career spanning over 16 years. As the Non-Executive Chairman of E2E Transportation Infrastructure Ltd., Vinay Rao ensures exemplary governance, strategic oversight, and the advancement of shareholder interests while driving transformative growth.	Anshul Gupta, IRSSE (Retd.), is a luminary in railway signaling and infrastructure with over 37 years of distinguished service in Indian Railways. Rising to the position of General Manager, Northeast Frontier Railway, Anshul Gupta has played an instrumental role in executing transformational projects, including the modernization of train control systems and state capital connectivity initiatives across North-Eastern states.
Experience & Expertise in specific functional areas/ brief resume	As a Partner at VenturEast Investment Advisors, Vinay Rao has led investments exceeding INR 2,000 million, shaping the growth trajectories of disruptive startups in technology and supply chain sectors. His strategic expertise has been instrumental in fostering innovation and scaling high-growth ventures, positioning them as industry leaders. Vinay Rao's entrepreneurial journey reflects his dynamic and future-focused approach. From co-founding a pioneering health tech startup to spearheading AI-driven fintech solutions at Kuliza, he has consistently demonstrated a profound ability to harness technology to address complex challenges. His leadership at Venture Factory, a $12 million seed-stage fund, further underscored his exceptional talent for identifying and nurturing transformative ideas. An alumnus of NIT Surathkal, Vinay Rao is celebrated for his strategic acumen, operational excellence, and unwavering commitment to fostering innovation. His contributions are integral to E2E Rail's vision of redefining infrastructure solutions and delivering world-class outcomes.	With expertise in policy development, train safety, and advanced signaling technologies, Anshul Gupta has led the implementation of large-scale Route Relay Interlocking systems, innovative safety measures like Kavach (TCAS), and international connectivity projects with Nepal and Bangladesh. As a former Executive Director at RailTel Corporation, Anshul Gupta pioneered business development strategies and spearheaded India's largest public Wi-Fi network across 523 railway stations. An alumnus of IISc Bengaluru, with postgraduate qualifications in public policy and management, Anshul Gupta's unparalleled technical acumen and visionary leadership are pivotal to advancing E2E Rail's commitment to world-class railway infrastructure solutions.
Directorships held in other Public	Nil	Nil
Names of listed entities from which the director has resigned in the past three years	Nil	Nil

Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil
No. of equity shares held in the Company (self and as a beneficial owner)	6400 equity shares	Nil
No. of Board Meetings attended during FY 2025-26	13	7
Terms and conditions of appointment / reappointment	As per the existing terms of appointment.	As per the existing terms of appointment.
Remuneration last drawn in financial year 2025-26	Not Applicable	Nil
Details of Remuneration sought to be paid	Nil	Nil

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

ITEM NO. 4: APPROVAL TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND PROVIDE SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

In terms of the provisions of Section 186 of the Companies Act, 2013 and Rules made thereunder, no Company shall directly or indirectly, without prior approval by means of a Special Resolution passed at a General Meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

In view of the same, the Company may be required to make investment or to give loan or to extend guarantee/letter of comfort/letter of support/security in connection with loan taken by affiliate/joint venture/associate/subsidiary of the Company or any other body corporate.

Hence, approval of the members is being sought by way of a Special Resolution to make investment or to give loan/guarantee or provide security/letter of comfort/letter of support to other body corporate upto an amount not exceeding INR 120 crores (Rupees one hundred and twenty crores only), in excess of limits specified under Section 186 of the Companies Act, 2013, as set out at Item No. 4 of this Notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time on such terms, as agreed by the parties in the best interest of the Company.

The Board of Directors recommend the resolution set forth in Item no. 4 for your approval as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the body corporate(s)/person (s).

ITEM NO. 5: APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), the Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested') as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, subject to approval of the shareholders by way of a Special Resolution in the General Meeting.

The Company may propose to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested including loan(s) including loan represented by way of Book Debt already made, and/or already provided guarantee(s) and/or provided security(ies) in connection with any loans already taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for any purposes as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 5.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time on such terms, as agreed by the parties in the best interest of the Company and shall be used by the borrowing Company only for its principal business activities and other matters connected and incidental thereto.

The Board of Directors recommend the resolution set forth in Item no. 5 for your approval as a Special Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the body corporate(s)/person (s).

ITEM NO. 6: APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH M/S BPPL ETIL, JOINT VENTURE OF THE COMPANY

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended, in case of a listed entity which has listed its specified securities on the SME Exchange, any transaction with a related party shall be considered material for the Company, if the transaction(s) entered into/ to be entered into individually or taken together with the previous transactions during a financial year, exceeds Rupees fifty crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower, and shall require prior approval of Members by means of an Ordinary Resolution. The approval of the Members under Regulation 23 of the SEBI Listing Regulations is required even if the transactions are in the ordinary course of business of the Company and on an arm's length basis.

Background and Justification:

The sale of goods to the Joint Ventures is undertaken in the ordinary course of business and is aligned with the Company's normal commercial activities. The transactions facilitate the JVs' business requirements and enable the Company to leverage existing business relationships and supply capabilities. The transactions are entered into on commercially reasonable terms and are intended to be on an arm's-length basis, with pricing determined based on prevailing market conditions/comparable transactions, as applicable. The transactions are considered to be in the ordinary course of business and in the Company's overall business interest.

The approval of the shareholders is being sought for the proposed material related party transactions between the Company and M/s BPPL ETIL related party of the Company by virtue of a joint venture entered into between the Company and Baba Projects Private Limited for the financial year 2026-2027, for an aggregate value of INR 50,00,00,000 (Indian Rupees Fifty Crores only) on the terms and conditions set out in the accompanying resolution.

Accordingly, the proposed related party transaction(s) between the Company with M/s BPPL ETIL, as approved / recommended by the Audit Committee and approved by the Board of Directors at their meeting held on 21st May 2026, are placed before the Shareholders for their approval by way of an Ordinary Resolution.

The Audit Committee has, on the basis of a thorough scrutiny of relevant details / documents provided by the Management and also of the mandatory disclosure which is required to be made to the Audit Committee in accordance with the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions", reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

While approving the related party transactions, the Audit Committee has determined that the promoters will not benefit from the proposed RPTs at the expense of public shareholders and is in the interest of the Company. The approval is sought to enable the Company to enter into/continue with the existing contract(s)/arrangement(s)/transaction(s) with the said related party transaction(s) in one or more tranches. The proposed transaction(s) are intended to be undertaken by the Company with the related party in the ordinary course of business and on an arm's length basis The relevant information pertaining to transactions as required pursuant to the Master Circular for compliance with the provisions of the SEBI Listing Regulations by listed entities dated January 30, 2026, as amended, issued by the Securities and Exchange Board of India ("SEBI") read with the Industry Standards on Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions dated June 26, 2025 ("RPT Industry Standards") and as last amended on October 13, 2025 are set out under Annexure- 2.

The disclosures as per Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 are set out below for the reference of the Members:

S No	Particulars of the information	Details
1	Name of the related party	M/s BPPL ETIL
2	Name of the director or key managerial personnel who is related, if any	None
3	Nature of relationship	A joint venture entered into between the Company and BPPL.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Working capital loan of 50 Crores. The proposed transaction is in the nature of trade advances to complete the work undertaken by the JV, the transaction is not pure cash loan, material advances, sub contractor advances etc.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

Other Disclosures under Para 5(2) of the RPT Industry Standards:

S No	Particulars	Disclosure
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent	Please refer to Annexure 2.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the background and justification provided above in the explanatory statement. Basis for determination of price: The commercial arrangement provides that the JV will act as the contractual vehicle for the project and will not retain an independent profit margin, with the economic profit/loss from execution accruing to ETIL as agreed between the JV partners. Material terms and conditions: Specific type: Loan (working capital). Value: ₹50 Crores

S No	Particulars	Disclosure
3	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The Audit Committee has reviewed the certificate provided by the Whole-time Director & CEO and the Chief Financial Officer of the Company, confirming that the contracts/arrangements entered into are in the interest of the Company, as required under Para 3(1)(b) of the RPT Industry Standards.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	This material Related Party Transaction has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for their approval.
5	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not applicable
6	Redaction of commercial secrets and such other information that would affect competitive position of listed entity, if any	Not applicable. No commercial secrets or competitively sensitive information has been redacted from this disclosure.
7	Any other information that may be relevant	None

The aggregate value of the transactions and other amounts in the resolution and the explanatory statement are estimates based on currently available information and may change based on factors including general economic and political conditions in India and globally, inflation, deflation, volatility in interest rates and / or exchange rates, tax rates, changes in our industry, natural calamities, epidemics, pandemics and / or force majeure events, that are outside our control. The related party transactions placed for Members' approval shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the Listing Regulations and Section 177 of the Act and shall remain within the proposed amount(s) being placed before the Members.

Any subsequent material modifications in the proposed transactions, as defined by the Audit Committee as a part of the Company's Policy on Materiality of and dealing with Related Party Transactions, shall be placed before the Members for prior approval, in terms of Regulation 23(4) of the Listing Regulations. Members may note that these related party transactions/ contract(s)/ arrangement(s), placed for members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall continue to be in the ordinary course of business and at arm's length and have a significant role in the Company's operations.

Further, as per Regulation 23 (4) of the Listing Regulations, all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Considering the above requirements, Resolution No. 4 is recommended by the Board of Directors of the Company to the Members for their approval as an Ordinary Resolution along with necessary details on the proposed RPTs provided in this Statement.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution. However, they may be deemed to be interested financially or otherwise to the extent of their shareholding in such Company, if any.

ITEM NO. 7: APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH M/S RK-SKR-ETOE, JOINT VENTURE OF THE COMPANY

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended, in case of a listed entity which has listed its specified securities on the SME Exchange, any transaction with a related party shall be considered material for the Company, if the transaction(s) entered into/ to be entered into individually or taken together with the previous transactions during a financial year, exceeds Rupees fifty crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower, and shall require prior approval of Members by means of an Ordinary Resolution. The approval of the Members under Regulation 23 of the SEBI Listing Regulations is required even if the transactions are in the ordinary course of business of the Company and on an arm's length basis.

Background and Justification:

The sale of goods to the Joint Ventures is undertaken in the ordinary course of business and is aligned with the Company's normal commercial activities. The transactions facilitate the JVs' business requirements and enable the Company to leverage existing business relationships and supply capabilities. The transactions are entered into on commercially reasonable terms and are intended to be on an arm's-length basis, with pricing determined based on prevailing market conditions/comparable transactions, as applicable. The transactions are considered to be in the ordinary course of business and in the Company's overall business interest.

The approval of the shareholders is being sought for the proposed material related party transactions between the Company and M/s RK-SKR-ETOE, related party of the Company by virtue of a joint venture entered into between the Company and M/s RK Infracorp Private Limited and M/s SKR Constructions India Private Limited, for the financial year 2026-2027, for an aggregate value of INR 45,00,00,000 (Indian Rupees Forty Five Crores only) on the terms and conditions set out in the accompanying resolution.

Accordingly, the proposed related party transaction(s) between the Company with M/s RK-SKR-ETOE, as approved / recommended by the Audit Committee and approved by the Board of Directors at their meeting held on 21st May 2026, are placed before the Shareholders for their approval by way of an Ordinary Resolution.

The Audit Committee has, on the basis of a thorough scrutiny of relevant details / documents provided by the Management and also of the mandatory disclosure which is required to be made to the Audit Committee in accordance with the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions", reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

While approving the related party transactions, the Audit Committee has determined that the promoters will not benefit from the proposed RPTs at the expense of public shareholders and is in the interest of the Company. The approval is sought to enable the Company to enter into/continue with the existing contract(s)/arrangement(s)/transaction(s) with the said related party transaction(s) in one or more tranches. The proposed transaction(s) are intended to be undertaken by the Company with the related party in the ordinary course of business and on an arm's length basis The relevant information pertaining to transactions as required pursuant to the Master Circular for compliance with the provisions of the SEBI Listing Regulations by listed entities dated January 30, 2026, as amended, issued by the Securities and Exchange Board of India ("SEBI") read with the Industry Standards on Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions dated June 26, 2025 ("RPT Industry Standards") and as last amended on October 13, 2025 are set out under Annexure- 3.

The disclosures as per Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 are set out below for the reference of the Members:

S No	Particulars of the information	Details
1	Name of the related party	M/s RK-SKR-ETOE
2	Name of the director or key managerial personnel who is related, if any	None
3	Nature of relationship	A joint venture entered into between the Company and RK-SKR.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Nature: Sale of goods and services by ETIL to the JV. Material terms: Sale/provision of works and services by ETIL to the JV pursuant to the railway project awarded to the JV, following a competitive bidding/tender process. The JV acts as the contractual vehicle for the project and does not retain an independent profit margin; the economic profit/loss from execution accrues to ETIL as agreed between the JV partners. Monetary value: ₹45 Crores for FY 2025-26 Tenure: 12 months
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

Other Disclosures under Para 5(2) of the RPT Industry Standards:

S No	Particulars	Disclosure
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Please refer to Annexure 2.

2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the background and justification provided above in the explanatory statement. Basis for determination of price: The commercial arrangement provides that the JV will act as the contractual vehicle for the project and will not retain an independent profit margin, with the economic profit/loss from execution accruing to ETIL as agreed between the JV partners. Material terms and conditions: Specific type: Sale of goods & services. Value: ₹45 Crores. Tenure: 12 months.
3	Disclosure on the fact that the Audit Committee had reviewed the certificate provided by the CEO/ Managing Director/ Whole time Director/ Manager and CFO of the Listed Entity as required under Para 3(1)(b) of these Standards.	The Audit Committee has reviewed the certificate provided by the Whole-time Director & CEO and the Chief Financial Officer of the Company, confirming that the contracts/arrangements entered into are in the interest of the Company, as required under Para 3(1)(b) of the RPT Industry Standards.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	This material Related Party Transaction has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for their approval.
5	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable
6	Redaction of commercial secrets and such other information that would affect competitive position of listed entity, if any	Not applicable. No commercial secrets or competitively sensitive information has been redacted from this disclosure.
7	Any other information that may be relevant	Nil

The aggregate value of the transactions and other amounts in the resolution and the explanatory statement are estimates based on currently available information and may change based on factors including general economic and political conditions in India and globally, inflation, deflation, volatility in interest rates and / or exchange rates, tax rates, changes in our industry, natural calamities, epidemics, pandemics and / or force majeure events, that are outside our control. The related party transactions placed for Members' approval shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the Listing Regulations and Section 177 of the Act and shall remain within the proposed amount(s) being placed before the Members.

Any subsequent material modifications in the proposed transactions, as defined by the Audit Committee as a part of the Company's Policy on Materiality of and dealing with Related Party Transactions, shall be placed before the Members for prior approval, in terms of Regulation 23(4) of the Listing Regulations. Members may note that these related party transactions/ contract(s)/ arrangement(s), placed for members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall continue to be in the ordinary course of business and at arm's length and have a significant role in the Company's operations.

Further, as per Regulation 23 (4) of the Listing Regulations, all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Considering the above requirements, Resolution No. 5 is recommended by the Board of Directors of the Company to the Members for their approval as an Ordinary Resolution along with necessary details on the proposed RPTs provided in this Statement.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution. However, they may be deemed to be interested financially or otherwise to the extent of their shareholding in such Company, if any.

ITEM NO. 8: APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH M/S JSR ETIL, JOINT VENTURE OF THE COMPANY

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended, in case of a listed entity which has listed its specified securities on the SME Exchange, any transaction with a related party shall be considered material for the Company, if the transaction(s) entered into/ to be entered into individually or taken together with the previous transactions during a financial year, exceeds Rupees fifty crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower, and shall require prior approval of Members by means of an Ordinary Resolution. The approval of the Members under Regulation 23 of the SEBI Listing Regulations is required even if the transactions are in the ordinary course of business of the Company and on an arm's length basis.

Background and Justification:

The sale of goods to the Joint Ventures is undertaken in the ordinary course of business and is aligned with the Company's normal commercial activities. The transactions facilitate the JVs' business requirements and enable the Company to leverage existing business relationships and supply capabilities. The transactions are entered into on commercially reasonable terms and are intended to be on an arm's-length basis, with pricing determined based on prevailing market conditions/comparable transactions, as applicable. The transactions are considered to be in the ordinary course of business and in the Company's overall business interest.

The approval of the shareholders is being sought for the proposed material related party transactions between the Company and M/s JSR ETIL, a related party of the Company by virtue of a joint venture entered into between the Company and JSR Constructions Private Limited, for the financial year 2026-2027, for an aggregate value of INR 65,00,00,000 (Indian Rupees Sixty Five Crores only) on the terms and conditions set out in the accompanying resolution.

Accordingly, the proposed related party transaction(s) between the Company with M/s JSR ETIL, as approved / recommended by the Audit Committee and approved by the Board of Directors at their meeting held on 21st May 2026, are placed before the Shareholders for their approval by way of an Ordinary Resolution.

The Audit Committee has, on the basis of a thorough scrutiny of relevant details / documents provided by the Management and also of the mandatory disclosure which is required to be made to the Audit Committee in accordance with the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions", reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

While approving the related party transactions, the Audit Committee has determined that the promoters will not benefit from the proposed RPTs at the expense of public shareholders and is in the interest of the Company. The approval is sought to enable the Company to enter into/continue with the existing contract(s)/arrangement(s)/transaction(s) with the said related party transaction(s) in one or more tranches. The proposed transaction(s) are intended to be undertaken by the Company with the related party in the ordinary course of business and on an arm's length basis The relevant information pertaining to transactions as required pursuant to the Master Circular for compliance with the provisions of the SEBI Listing Regulations by listed entities dated January 30, 2026, as amended, issued by the Securities and Exchange Board of India ("SEBI") read with the Industry Standards on Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions dated June 26, 2025 ("RPT Industry Standards") and as last amended on October 13, 2025 are set out under Annexure- 2.

The disclosures as per Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 are set out below for the reference of the Members:

S No	Particulars of the information	Details
1	Name of the related party	M/s JSR ETIL
2	Name of the director or key managerial personnel who is related, if any	Nil
3	Nature of relationship	A joint venture entered into between the Company and JSR Constructions Private Limited.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Nature: Sale of goods and services by ETIL to the JV. Material terms: Sale/provision of works and services by ETIL to the JV pursuant to the railway project awarded to the JV, following a competitive bidding/tender process. The JV acts as the contractual vehicle for the project and does not retain an independent profit margin; the economic profit/loss from execution accrues to ETIL as agreed between the JV partners. Monetary value: ₹65 Crores for FY 2025-26 (tenure: 12 months)
5	Any other information relevant or important for the members to take a decision on the proposed resolution	None

Other Disclosures under Para 5(2) of the RPT Industry Standards:

S No	Particulars	Disclosure
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Please refer to Annexure 2
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Justification: Refer the background and justification provided above in the explanatory statement. Basis for determination of price: The commercial arrangement provides that the JV will act as the contractual vehicle for the project and will not retain an independent profit margin, with the economic profit/loss from execution accruing to ETIL as agreed between the JV partners. Material terms and conditions: Specific type: Sale of goods & services. Value: ₹65 Crores. Tenure: 12 months.
3	Disclosure on the fact that the Audit Committee had reviewed the certificate provided by the CEO/ Managing Director/ Whole time Director/ Manager and CFO of the Listed Entity as required under Para 3(1)(b) of these Standards.	The Audit Committee has reviewed the certificate provided by the Whole-time Director & CEO and the Chief Financial Officer of the Company, confirming that the contracts/arrangements entered into are in the interest of the Company, as required under Para 3(1)(b) of the RPT Industry Standards.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	This material Related Party Transaction has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for their approval.

5	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable
6	Redaction of commercial secrets and such other information that would affect competitive position of listed entity, if any	Not applicable. No commercial secrets or competitively sensitive information has been redacted from this disclosure
7	Any other information that may be relevant	Nil

The aggregate value of the transactions and other amounts in the resolution and the explanatory statement are estimates based on currently available information and may change based on factors including general economic and political conditions in India and globally, inflation, deflation, volatility in interest rates and / or exchange rates, tax rates, changes in our industry, natural calamities, epidemics, pandemics and / or force majeure events, that are outside our control. The related party transactions placed for Members' approval shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the Listing Regulations and Section 177 of the Act and shall remain within the proposed amount(s) being placed before the Members.

Any subsequent material modifications in the proposed transactions, as defined by the Audit Committee as a part of the Company's Policy on Materiality of and dealing with Related Party Transactions, shall be placed before the Members for prior approval, in terms of Regulation 23(4) of the Listing Regulations. Members may note that these related party transactions/ contract(s)/ arrangement(s), placed for members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall continue to be in the ordinary course of business and at arm's length and have a significant role in the Company's operations.

Further, as per Regulation 23 (4) of the Listing Regulations, all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Considering the above requirements, Resolution No. 8 is recommended by the Board of Directors of the Company to the Members for their approval as an Ordinary Resolution along with necessary details on the proposed RPTs provided in this Statement.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution. However, they may be deemed to be interested financially or otherwise to the extent of their shareholding in such Company, if any.

ITEM NO. 9: APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH NEW JOINT VENTURE PROPOSED TO BE INCORPORATED WITH VINEELA ENTERPRISES.

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended, in case of a listed entity which has listed its specified securities on the SME Exchange, any transaction with a related party shall be considered material for the Company, if the transaction(s) entered into/ to be entered into individually or taken together with the previous transactions during a financial year, exceeds Rupees fifty crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower, and shall require prior approval of Members by means of an Ordinary Resolution. The approval of the Members under Regulation 23 of the SEBI Listing Regulations is required even if the transactions are in the ordinary course of business of the Company and on an arm's length basis.

Background and Justification:

The sale of goods to the Joint Ventures is undertaken in the ordinary course of business and is aligned with the Company's normal commercial activities. The transactions facilitate the JVs' business requirements and enable the Company to leverage existing business relationships and supply capabilities. The transactions are entered into on commercially reasonable terms and are intended to be on an arm's-length basis, with pricing determined based on prevailing market conditions/comparable transactions, as applicable. The transactions are considered to be in the ordinary course of business and in the Company's overall business interest.

The approval of the shareholders is being sought for the proposed material related party transactions between the Company and the proposed joint venture to be incorporated between the Company and Vineela Enterprises for the financial year 2026-2027, for an aggregate value of INR 85 crores (Indian Rupees Eighty Five Crores only) on the terms and conditions set out in the accompanying resolution.

Accordingly, the proposed related party transaction(s) between the Company and the proposed joint venture, as approved / recommended by the Audit Committee and approved by the Board of Directors at their meeting held on 21st May 2026, are placed before the Shareholders for their approval by way of an Ordinary Resolution.

The Audit Committee has, on the basis of a thorough scrutiny of relevant details / documents provided by the Management and also of the mandatory disclosure which is required to be made to the Audit Committee in accordance with the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions", reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

While approving the related party transactions, the Audit Committee has determined that the promoters will not benefit from the proposed RPTs at the expense of public shareholders and is in the interest of the Company. The approval is sought to enable the Company to enter into/continue with the existing contract(s)/arrangement(s)/transaction(s) with the said related party transaction(s) in one or more tranches. The proposed transaction(s) are intended to be undertaken by the Company with the related party in the ordinary course of business and on an arm's length basis The relevant information pertaining to transactions as required pursuant to the Master Circular for compliance with the provisions of the SEBI Listing Regulations by listed entities dated January 30, 2026, as amended, issued by the Securities and Exchange Board of India ("SEBI") read with the Industry Standards on Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions dated June 26, 2025 ("RPT Industry Standards") and as last amended on October 13, 2025 are set out under Annexure- 2.

The disclosures as per Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 are set out below for the reference of the Members:

S No	Particulars of the information	Details
1	Name of the related party	Not applicable as the same is yet to be incorporated
2	Name of the director or key managerial personnel who is related, if any	None
3	Nature of relationship	A joint venture to be incorporated between the Company and Vineela Enterprises.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Sale of goods and services by ETIL to the JV. Material terms: Sale/provision of works and services by ETIL to the JV pursuant to the railway project awarded to the JV, following a competitive bidding/tender process. The JV acts as the contractual vehicle for the project and does not retain an independent profit margin; the economic profit/loss from execution accrues to ETIL as agreed between the JV partners. Monetary value: ₹85 Crores for FY 2026-27 (tenure: 12 months),
5	Any other information relevant or important for the members to	None

Other Disclosures under Para 5(2) of the RPT Industry Standards:

S No	Particulars	Disclosure
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Please refer to Annexure 2

2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Justification: Refer the background and justification provided above in the explanatory statement. Basis for determination of price: The commercial arrangement provides that the JV will act as the contractual vehicle for the project and will not retain an independent profit margin, with the economic profit/loss from execution accruing to ETIL as agreed between the JV partners. Material terms and conditions: Specific type: Sale of goods & services. Value: ₹85 Crores. Tenure: 12 months.
3	Disclosure on the fact that the Audit Committee had reviewed the certificate provided by the CEO/ Managing Director/ Whole time Director/ Manager and CFO of the Listed Entity as required under Para 3(1)(b) of these Standards.	The Audit Committee has reviewed the certificate provided by the Whole-time Director & CEO and the Chief Financial Officer of the Company, confirming that the contracts/arrangements entered into are in the interest of the Company, as required under Para 3(1)(b) of the RPT Industry Standards.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	This material Related Party Transaction has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for their approval.
5	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not applicable

The aggregate value of the transactions and other amounts in the resolution and the explanatory statement are estimates based on currently available information and may change based on factors including general economic and political conditions in India and globally, inflation, deflation, volatility in interest rates and / or exchange rates, tax rates, changes in our industry, natural calamities, epidemics, pandemics and / or force majeure events, that are outside our control. The related party transactions placed for Members' approval shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the Listing Regulations and Section 177 of the Act and shall remain within the proposed amount(s) being placed before the Members.

Any subsequent material modifications in the proposed transactions, as defined by the Audit Committee as a part of the Company's Policy on Materiality of and dealing with Related Party Transactions, shall be placed before the Members for prior approval, in terms of Regulation 23(4) of the Listing Regulations. Members may note that these related party transactions/ contract(s)/ arrangement(s), placed for members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall continue to be in the ordinary course of business and at arm's length and have a significant role in the Company's operations.

Further, as per Regulation 23 (4) of the Listing Regulations, all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Considering the above requirements, Resolution No. 9 is recommended by the Board of Directors of the Company to the Members for their approval as an Ordinary Resolution along with necessary details on the proposed RPTs provided in this Statement.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution. However, they may be deemed to be interested financially or otherwise to the extent of their shareholding in such Company, if any.

ANNEXURE 2

S.No.	Particulars of the information	Information provided by the management			
A. Details of the related party and transactions with the related party					
A(1). Basic details of the related party					
1	Name of the related party	M/s RK SKR ETIL	M/s JSR ETIL	M/s BPPL ETIL	New Joint Venture proposed to be incorporated with Vineela Enterprises
2	Country of incorporation of the related party	India	India	India	India
3	Nature of business of the related party	Railway infrastructure	Railway infrastructure	Railway infrastructure	Railway infrastructure
A(2). Relationship and ownership of the related party					
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party. · Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. · Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). · Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Joint venture between M/s RK SKR and the Company. 25% NIL NIL	Joint venture between JSR Constructions Private Limited and the Company 49% NIL NIL	Joint venture between BPPL and the Company 49% NIL NIL	Joint venture proposed to be incorporated with Vineela Enterprises 49% NIL NIL

A(3). Details of previous transactions with the related party					
Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. FY 2025-26	Sale of goods 7.22 Crores	NIL	Sale of goods 75.03 Crores	NIL	

2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	3.07 Crores	NIL	NIL	NIL
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None	None	None	None
A(4). Amount of the proposed transactions (All types of transactions taken together)					
1	Total amount of all the proposed transactions being placed for approval in the current meeting.	45 Crores	65 Crores	50 Crores	85 Crores

2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes	Yes	Yes	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	12%	17%	13%	22%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	*NA*	*NA*	*NA*	*NA*
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	20%,	NA as the joint venture is incorporated this year	100%	NA as the joint venture is proposed to be incorporated
6	Financial performance of the related party for the preceding financial year:		NA as the joint venture is incorporated this year		NA as the joint venture is proposed to be incorporated
A(5). Basic details of the proposed transaction					
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of goods & services	Sale of goods & services	Loan	Sale of goods & services
2	Details of each type of the proposed transaction	Sale of goods & services	Sale of goods & services	Working capital loan	Sale of goods & services
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 months (from April 01, 2026 to March 31, 2027)	12 months (from April 01, 2026 to March 31, 2027)	12 months (from April 01, 2026 to March 31, 2027)	12 months (from April 01, 2026 to March 31, 2027)

4	Whether omnibus approval is being sought?	*Yes*	*Yes*	*Yes*	*Yes*
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	45 Crores	65 Crores	50 Crores	85 Crores
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The sale of goods to Joint Ventures is undertaken in the ordinary course of business and is aligned with the Company's normal commercial activities. The transactions facilitate the JVs' business requirements and enable the Company to leverage existing business relationships and supply capabilities. The transactions are entered into on commercially reasonable terms and are intended to be on an arm's-length basis, with pricing determined based on prevailing market conditions/comparable transactions, as applicable. The transactions are in the ordinary course of business and in the Company's overall business interest			
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NIL	NIL	NIL	NIL
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	*NA*	*NA*	*NA*	*NA*
9	Other information relevant for decision making.				

B. Details for specific transactions					
B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances:					
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Sale/provision of works and services by ETIL to the JV pursuant to the railway project awarded to the JV following a competitive bidding/tender process:			
2	Basis of determination of price.	The commercial arrangement provides that the JV will act as the contractual vehicle for the project and will not retain an independent profit margin, with the economic profit/loss from execution accruing to ETIL as agreed between the JV partners			
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NIL	NIL	NIL	NIL
B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary					
M/s BPPL ETIL – The proposed transaction is in the nature of trade advances to complete the work undertaken by the JV, the transaction is not pure cash loan, material advances, sub contractor advances etc					
1	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	The funds required for providing working capital assistance to the Joint Ventures shall be sourced by the Company from its existing working capital facilities/credit limits sanctioned by banks and other financial institutions and from its internal accruals and available capital resources.			
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	Yes			
	a. Nature of indebtedness	Working capital loan			

	b. Total cost of borrowing	9%
	c. Tenure	1 year
	d. Other details	The proposed transaction is in the nature of trade advances to complete the work undertaken by the JV, the transaction is not pure cash loan, material advances, sub contractor advances etc
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	8.50%
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	9%
5	Maturity / due date	1 year
6	Repayment schedule & terms	On demand
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Fund support by way of loan to complete the projects awarded by Indian Railways in the name of JV